

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K  
ANNUAL REPORT  
pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934  
FOR THE YEAR ENDED DECEMBER 31 , 2024

1-2360

(Commission file number)

INTERNATIONAL BUSINESS MACHINES CORPORATION

(Exact name of registrant as specified in its charter)

New York  
(State of incorporation)  
One New Orchard Road  
Armonk , New York  
(Address of principal executive offices)

13-0871985  
(IRS Employer Identification Number)  
10504  
(Zip Code)

914 - 499-1900

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Capital stock, par value \$.20 per share	IBM	New York Stock Exchange NYSE Chicago
2.875% Notes due 2025	IBM 25A	New York Stock Exchange
0.950% Notes due 2025	IBM 25B	New York Stock Exchange
0.300% Notes due 2026	IBM 26B	New York Stock Exchange
1.250% Notes due 2027	IBM 27B	New York Stock Exchange
3.375% Notes due 2027	IBM 27F	New York Stock Exchange
0.300% Notes due 2028	IBM 28B	New York Stock Exchange
1.750% Notes due 2028	IBM 28A	New York Stock Exchange
1.500% Notes due 2029	IBM 29	New York Stock Exchange
0.875% Notes due 2030	IBM 30A	New York Stock Exchange
2.900% Notes due 2030	IBM 30C	New York Stock Exchange
1.750% Notes due 2031	IBM 31	New York Stock Exchange
3.625% Notes due 2031	IBM 31B	New York Stock Exchange
0.650% Notes due 2032	IBM 32A	New York Stock Exchange
3.150% Notes due 2033	IBM 33A	New York Stock exchange
1.250% Notes due 2034	IBM 34	New York Stock Exchange
3.750% Notes due 2035	IBM 35	New York Stock Exchange
3.450% Notes due 2037	IBM 37	New York Stock Exchange
4.875% Notes due 2038	IBM 38	New York Stock Exchange
1.200% Notes due 2040	IBM 40	New York Stock Exchange
4.000% Notes due 2043	IBM 43	New York Stock Exchange
3.800% Notes due 2045	IBM 45A	New York Stock Exchange
7.00% Debentures due 2025	IBM 25	New York Stock Exchange
6.22% Debentures due 2027	IBM 27	New York Stock Exchange
6.50% Debentures due 2028	IBM 28	New York Stock Exchange
5.875% Debentures due 2032	IBM 32D	New York Stock Exchange
7.00% Debentures due 2045	IBM 45	New York Stock Exchange
7.125% Debentures due 2096	IBM 96	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐  
Accelerated filer ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter was \$ 159.2 billion.

The registrant had 927,264,332 shares of common stock outstanding at February 10, 2025.

Documents incorporated by reference:

Portions of IBM's Annual Report to Stockholders for the year ended December 31, 2024 are incorporated by reference into Parts I, II and IV of this Form 10-K.

Portions of IBM's definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025 are incorporated by reference into Part III of this Form 10-K.

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## PART I

### Item 1. Business:

International Business Machines Corporation (IBM or the company) was incorporated in the State of New York on June 16, 1911, as the Computing-Tabulating-Recording Co. (C-T-R), a consolidation of the Computing Scale Co. of America, the Tabulating Machine Co. and The International Time Recording Co. of New York. Since that time, IBM has focused on the intersection of business insight and technological innovation, and its operations and aims have been international in nature. This was signaled over 100 years ago, in 1924, when C-T-R changed its name to International Business Machines Corporation. And it continues today—we create sustained value for clients by helping them leverage the power of hybrid cloud and artificial intelligence (AI). Our hybrid cloud platform and AI technology support clients' digital transformations and helps them reimagine critical workflows, at scale, and modernize applications to increase agility, drive innovation and create operational efficiencies. Our offerings draw from leading IBM capabilities in software, consulting services capability to deliver business outcomes, and deep incumbency in mission-critical infrastructure, all bolstered by one of the world's leading research organizations.

The following information is included in IBM's 2024 Annual Report to Stockholders and is incorporated by reference:

IBM Strategy—pages 11 to 12.

Business Segments and Capabilities—pages 12 to 14.

Human Capital—pages 14 to 15.

### Strategic Partnerships

We proactively partner with a broad variety of companies including hyperscalers, service providers, global system integrators, and software and hardware vendors. We work alongside our partners to deliver end-to-end solutions that address our clients' complex business challenges while accelerating growth. Our strategic partners include: Adobe, Amazon Web Services (AWS), Microsoft, Oracle, Palo Alto Networks, Salesforce, Samsung Electronics and SAP, among others.

Companies with which we have strategic partnerships in some areas may be competitors in other areas.

### Competition

IBM is a globally integrated enterprise that participates in a highly competitive environment. Our competitors vary by industry segment, and range from large multinational enterprises to smaller, more narrowly focused entities. Across our business segments, we recognize hundreds of competitors worldwide and as we execute our hybrid cloud and AI strategy, we are regularly exposed to new competitors.

Our principal methods of competition are: technology innovation; performance; price; quality; brand; our breadth of capabilities, products and services; talent; client relationships and trust; the ability to deliver business value to clients; and service and support. In order to maintain leadership, we optimize our portfolio with organic and inorganic innovations and effective resource allocation. These investments not only drive current performance but will extend our innovation leadership into the future.

Our breadth and depth of expertise enables us to take different technologies and bring them together to solve the most pressing business issues of our clients. We differentiate from other providers by bringing together incumbency with enterprises, deep expertise in technology, industries and business processes, a broad go-to-market reach including an ecosystem of partners and alliances, and a strong focus on innovation. All of these attributes position IBM for accelerated growth now and prepare us for the next set of business opportunities, such as quantum computing.



Overall, the company is the leader or among the leaders in each of our business segments. A summary of the competitive environment for each business segment is included below:

**Software:**

The depth, breadth, and innovation of our software offerings, coupled with our global reach, deep industry expertise and research capabilities help differentiate our offerings from our competitors. Our hybrid cloud and AI platforms allow clients to realize their digital and AI transformations across the applications, data, and environments in which they operate. The principal competitors in this segment include: Alphabet (Google), Amazon, BMC, Broadcom, Informatica, Microsoft, Oracle, Salesforce, SAP and Splunk. We also compete with smaller, niche competitors in specific geographic regions or product segments.

**Consulting:**

Consulting focuses on integrating skills on strategy, experience, technology and operations by domain and industry. Consulting competes in a dynamic market including consulting, systems integration, application development, application management and business process outsourcing services. Our broad-based competitors include: Accenture, Capgemini, India-based service providers, management consulting firms, the consulting practices of public accounting firms, engineering service providers, and many companies that primarily focus on local markets or niche service areas.

**Infrastructure:**

IBM is well positioned in the growing hybrid cloud infrastructure market, providing on-premises and cloud-based server and storage solutions. We gain advantage and differentiation through investments in higher-value capabilities, including security, scalability, and reliability, designed especially for mission-critical and AI workloads. In addition, we offer a portfolio of life-cycle services for hybrid cloud infrastructure deployment. Our principal competitors include: Dell Technologies, Hewlett-Packard Enterprise (HPE), Intel, NetApp and Pure Storage as well as original device manufacturers (ODMs) who provide systems that are re-branded. Further, cloud service providers are leveraging innovation in technology and service delivery to compete with traditional providers and to offer additional routes to market for server and storage systems.

**Financing:**

Financing provides client and commercial financing, facilitating IBM clients' acquisition of hardware, software and services. Financing's ability to manage credit and residual value risk generates a competitive advantage for the company. The key competitive factors include: interest rates charged, IT product experience, client service, contract flexibility, ease of doing business, global capabilities and residual values. In client and commercial financing, Financing primarily competes with non-captive financing entities and financial institutions.

**Forward-Looking and Cautionary Statements**

Certain statements contained in this Form 10-K may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("Reform Act"). Forward-looking statements are based on the company's current assumptions regarding future business and financial performance. These statements by their nature address matters that are uncertain to different degrees. The company may also make forward-looking statements in other reports filed with the Securities and Exchange Commission ("SEC"), in materials delivered to stockholders and in press releases. In addition, the company's representatives may from time to time make oral forward-looking statements. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Words such as "anticipates," "believes," "expects," "estimates," "intends," "plans," "projects," and similar expressions, may identify such forward-looking statements. Any forward-looking statement in this Form 10-K speaks only as of the date on which it is made. Except as required by law, the company assumes no obligation to update or revise any forward-looking statements. In accordance with the Reform Act, set forth under Item 1A. "Risk Factors" on pages 3 to 9 are cautionary statements that accompany those forward-looking statements. Readers should carefully review such cautionary statements as they identify certain important factors that could cause actual results to differ materially from those in the forward-looking statements and from historical trends. Those cautionary statements are not exclusive and are in addition to other factors discussed elsewhere in this Form 10-K, in the company's filings with the SEC or in materials incorporated therein by reference.

The following information is included in IBM's 2024 Annual Report to Stockholders and is incorporated herein by reference:

Segment information and revenue by classes of similar products or services—pages 69 to 74.

Financial information regarding environmental activities—pages 94 to 95.

The number of persons employed by the registrant—page 14.

The management discussion overview—pages 8 to 10.

Website information and company reporting—page 123.

**Information About Our Executive Officers (at February 25, 2025):**

	Age	Officer since
Arvind Krishna, Chairman of the Board, President and Chief Executive Officer <sup>(1)</sup>	62	2020
Gary D. Cohn, Vice Chairman	64	2021
Nicolas A. Fehring, Vice President and Controller	46	2023
James J. Kavanaugh, Senior Vice President, Finance and Operations, and Chief Financial Officer	58	2008
Nickle J. LaMoreaux, Senior Vice President and Chief Human Resources Officer	45	2020
Anne Robinson, Senior Vice President and Chief Legal Officer	54	2024
Robert D. Thomas, Senior Vice President, Software and Chief Commercial Officer	50	2023

(1) Member of the Board of Directors.

All executive officers are elected by the Board of Directors annually as provided in the Company's By-laws. Each executive officer named above, with the exception of Anne Robinson and Gary D. Cohn, has been an executive of IBM or its subsidiaries during the past five years. Ms. Robinson previously served as Managing Director, General Counsel and Corporate Secretary of The Vanguard Group, Inc. and Secretary of the Vanguard funds from August 2016 until June 2024. Mr. Cohn previously served as Assistant to the President for Economic Policy and Director of the National Economic Council from January 2017 until April 2018. Before serving in the White House, Mr. Cohn was President and Chief Operating Officer of The Goldman Sachs Group, Inc. from 2006-2016.

**Item 1A. Risk Factors:**

**Risks Related to Our Business**

*Downturn in Economic Environment and Client Spending Budgets Could Impact the Company's Business:* If overall demand for IBM's products and solutions decreases, whether due to general economic conditions, or a shift in client buying patterns, the company's revenue and profit could be impacted.

*Failure of Innovation Initiatives Could Impact the Long-Term Success of the Company:* IBM has moved into areas, including those that incorporate or utilize hybrid cloud, AI and generative AI, quantum and other disruptive technologies, in which it can differentiate itself through responsible innovation, by leveraging its investments in R&D and attracting a successful developer ecosystem. If IBM is unable to continue its cutting-edge innovation in a highly competitive and rapidly evolving environment or is unable to commercialize such innovations, expand and scale them with sufficient speed and versatility or is unable to attract a successful developer ecosystem, the company could fail in its ongoing efforts to maintain and increase its market share and its profit margins.

*Damage to IBM's Reputation Could Impact the Company's Business:* IBM has one of the strongest brand names in the world, and its brand and overall reputation could be negatively impacted by many factors, including if the company does not continue to be recognized for its industry leading technology and solutions and as a hybrid cloud and AI leader. IBM's reputation is potentially susceptible to damage by events such as significant disputes with clients, product defects, internal control deficiencies, delivery failures, cybersecurity incidents, government investigations or legal proceedings or actions of current or former clients, directors, employees, competitors, vendors, alliance partners or joint venture partners. If the

company's brand image is tarnished by negative perceptions, its ability to attract and retain customers, talent and ecosystem partners could be impacted.

*Risks from Investing in Growth Opportunities Could Impact the Company's Business:* The company continues to invest significantly in key strategic areas, including AI and generative AI, to drive revenue growth and market share gains. Client adoption rates and viable economic models are less certain in the high-value, highly competitive, and rapidly-growing segments. Additionally, emerging business and delivery models may unfavorably impact demand and profitability for our other products or services. If the company does not adequately and timely anticipate and respond to changes in customer and market preferences, competitive actions, disruptive technologies, emerging business models and ecosystems, the client demand for our products or services may decline or IBM's costs may increase.

*IBM's Intellectual Property Portfolio May Not Prevent Competitive Offerings, and IBM May Not Be Able to Obtain Necessary Licenses:* The company's patents and other intellectual property may not prevent competitors from independently developing products and services similar to or duplicative to the company's, nor can there be any assurance that the resources invested by the company to protect its intellectual property will be sufficient or that the company's intellectual property portfolio will adequately deter misappropriation or improper use of the company's technology. In addition, the company may be the target of aggressive and opportunistic enforcement of patents by third parties, including non-practicing entities. Also, there can be no assurances that IBM will be able to obtain from third parties the licenses it needs in the future. The company's ability to protect its intellectual property could also be impacted by a lack of effective legal protections as well as changes to existing laws, legal principles and regulations governing intellectual property, including the ownership and protection of patents.

Certain of the company's offerings incorporate or utilize open source and other third-party software licensed with limited or no warranties, indemnification, or other contractual protections for IBM. Further, if open source code that IBM utilizes is no longer maintained, developed or enhanced by the relevant community of independent open source software programmers, most of whom we do not employ, we may be unable to develop new technologies, adequately enhance our existing technologies or meet customer requirements for innovation, quality and price.

*Risks to the Company from Acquisitions, Alliances and Divestitures Include Integration Challenges, Failure to Achieve Objectives, the Assumption or Retention of Liabilities and Higher Debt Levels:* The company has made and expects to continue to make acquisitions, alliances and divestitures. Such transactions present significant challenges and risks and there can be no assurances that the company will manage such transactions successfully, that strategic objectives will be achieved or that strategic opportunities will be available to the company on acceptable terms or at all. With respect to acquisitions and alliances, the related risks include the company failing to achieve anticipated revenue improvements and cost savings, the failure to retain key personnel or strategic relationships of acquired companies, the assumption of liabilities related to litigation or other legal proceedings involving the businesses in such transactions, and delays in obtaining, or the failure to obtain, necessary governmental or regulatory approvals, as well as the failure to close planned transactions. Such transactions may require the company to secure financing and any significant disruption or turmoil in the capital markets could have an adverse effect on IBM's ability to access the capital markets at favorable terms. From time to time, the company divests or attempts to divest assets that are no longer central to its strategic objectives. Any such transaction is subject to risks, including risks related to the terms and timing of such divestitures, risks related to retained liabilities not subject to the company's control, and delays in obtaining, or failing to obtain, necessary governmental or regulatory approvals, as well as the failure to close planned transactions.

*The Company's Financial Results for Particular Periods Are Difficult to Predict:* IBM's revenues and profitability are affected by such factors as the introduction of new products and services, the ability to compete effectively in increasingly competitive marketplaces, the length of the sales cycles and the seasonality of technology purchases. In addition, certain of the company's growth areas involve new products, new customers, new and evolving competitors, and new markets, all of which contribute to the difficulty of predicting the company's financial results. The company's financial results may also be impacted by the structure of products and services contracts and the nature of its customers' businesses; for example, certain of the company's services contracts with commercial customers in regulated industries are subject to periodic review by regulators with respect to controls and processes. Further, general economic conditions, including sudden shifts in regional or global economic activity may impact the company's financial results in any particular period. As a result of the above-mentioned factors, the company's financial results are difficult to predict. Historically, the company has had lower revenue in the first quarter than in the immediately preceding fourth quarter. In addition, the high volume of products typically ordered at the end of each quarter, especially at the end of the fourth quarter, make financial results for a given period difficult to predict.

*Due to the Company's Global Presence, Its Business and Operations Could Be Impacted by Local Legal, Economic, Political, Health and Other Conditions:* The company is a globally integrated entity, doing business in over 175 countries worldwide and deriving about sixty percent of its revenues from sales outside the United States. Changes in the laws or policies of the countries in which the company operates, or inadequate development or enforcement of such laws or policies, could affect the company's business and the company's overall results of operations. Further, the company may be impacted directly or indirectly by the development and enforcement of laws and regulations in the U.S. and globally that are specifically targeted at the technology industry. The company's results of operations also could be affected by economic and political changes in those countries and by macroeconomic changes, including recessions, inflation, currency fluctuations between the U.S. dollar and non-U.S. currencies, capital controls, and adverse changes in trade relationships amongst those countries. Further, as the company expands its customer base and the scope of its offerings, both within the U.S. and globally, it may be impacted by additional regulatory or other risks, including, compliance with U.S. and foreign data privacy requirements, outbound investment restrictions, AI and cloud regulations, data localization requirements, labor relations laws, enforcement of IP protection laws, laws relating to anti-corruption, anti-competition regulations, and import, export and trade restrictions. Further, international trade disputes could create uncertainty. Tariffs and international trade sanctions resulting from these disputes could affect the company's ability to move goods and services across borders, or could impose added costs to those activities. Measures taken to date by the company to mitigate these impacts could be made less effective should trade sanctions or tariffs change. In addition, any widespread outbreak of an illness, pandemic or other local or global health issue, natural disasters, climate change impacts, or uncertain political climates, international hostilities, or any terrorist activities, could adversely affect customer demand, the company's operations and supply chain, and its ability to source and deliver products and services to its customers.

*The Company May Not Meet Its Growth and Productivity Objectives:* On an ongoing basis, IBM seeks to drive greater agility, productivity, flexibility and cost savings by continuously transforming with the use of automation, AI, agile processes and changes to the ways of working, while also enabling the scaling of resources, offerings and investments through the company's globally integrated model across both emerging and more established markets. These various initiatives may not yield their intended gains in speed, quality, productivity and enablement of rapid scaling, which may impact the company's competitiveness and its ability to meet its growth and productivity objectives.

*Ineffective Internal Controls Could Impact the Company's Business and Operating Results:* The company's internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, failure or interruption of information technology systems, the circumvention or overriding of controls, or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If the company fails to maintain the adequacy of its internal controls, including any failure to implement required new or improved controls, or if the company experiences difficulties in their implementation, the company's business and operating results could be harmed and the company could fail to meet its financial reporting obligations.

*The Company's Use of Accounting Estimates Involves Judgment and Could Impact the Company's Financial Results:* The application of accounting principles generally accepted in the U.S. (GAAP) requires the company to make estimates and assumptions about certain items and future events that directly affect its reported financial condition. The company's most critical accounting estimates are described in the Management Discussion in IBM's 2024 Annual Report to Stockholders, under "Critical Accounting Estimates." In addition, as discussed in note Q, "Commitments & Contingencies," in IBM's 2024 Annual Report to Stockholders, the company makes certain estimates including decisions related to legal proceedings and reserves. These estimates and assumptions involve the use of judgment. As a result, actual financial results may differ.

*The Company's Goodwill or Amortizable Intangible Assets May Become Impaired:* The company acquires other companies, including the intangible assets of those companies. The company may not realize all the economic benefit from those acquisitions, which could cause an impairment of goodwill or intangible assets. If our goodwill or net intangible assets become impaired, we may be required to record a charge to the Consolidated Income Statement.

*The Company Depends on Skilled Employees and Could Be Impacted by a Shortage of Critical Skills:* Much of the future success of the company depends on the continued service, availability and integrity of skilled employees, including technical, marketing and staff resources. Skilled and experienced personnel in the areas where the company competes are in high demand, and competition for their talents is intense. Changing demographics and labor work force trends may result in a shortage of or insufficient knowledge and skills. In addition, as global opportunities and industry demand shifts, realignment, training and scaling of skilled resources may not be sufficiently rapid or successful. Further, many of IBM's key employees receive a total compensation package that includes equity awards. Any new regulations, volatility in the

stock market and other factors could diminish the company's use or the value of the company's equity awards, putting the company at a competitive disadvantage.

*The Company's Business Could Be Impacted by Its Relationships with Critical Suppliers:* IBM's business employs a wide variety of components (hardware and software), supplies, services and raw materials from a substantial number of suppliers around the world. Certain of the company's businesses rely on a single or a limited number of suppliers, including for server processor technology for certain semiconductors. Changes in the business condition (financial or otherwise) of these suppliers could subject the company to losses and affect its ability to bring products to market. Further, the failure of the company's suppliers to deliver components, supplies, services and raw materials in sufficient quantities, in a timely or secure manner, and in compliance with all applicable laws and regulations could adversely affect the company's business. In addition, any defective components, supplies or materials, or inadequate services received from suppliers could reduce the reliability of the company's products and services and harm the company's reputation.

*Product and Service Quality Issues Could Impact the Company's Business and Operating Results:* The company has rigorous quality control standards and governance processes intended to prevent, detect and correct errors, malfunctions and other defects in its products and services. If errors, malfunctions, defects or disruptions in service are experienced by customers or in the company's operations there could be negative consequences that could impact customers' business operations and harm the company's business's operating results.

*The Development and Use of AI and Generative AI, including the Company's Increased Offerings and Use of AI-based Technologies, Could Impact the Long-Term Success of the Company and its Reputation or Give Rise to Legal or Regulatory Action:* IBM is increasingly applying AI-based technologies, including generative AI, to its services and products, to how it delivers offerings to IBM clients, and to its own internal operations. Additionally, IBM is investing in and offering new products and services associated with AI development, deployment and management. As stated more comprehensively and in context of several risk factors throughout this Item 1A., this increasing mix and application of AI-based technologies may impact IBM's ongoing efforts to maintain and increase its market share and its profit margins or harm IBM's reputation if the company does not continue to be recognized as an AI leader with strong governance processes. IBM's drive for greater agility, productivity, flexibility and cost savings by continuously transforming with the use of AI may not yield intended gains in speed, quality, productivity and enablement of rapid scaling, which may impact the company's competitiveness. The evolving global AI regulatory environment, including the enactment of the EU AI Act, may affect the company's business and the company's overall results of operations. Computer hackers and others routinely attack the security of technology products, services, systems and networks using a wide variety of methods, and the increased use of generative AI may introduce novel methods of attack. In the event of such actions, the company, its customers and other third parties could be exposed to liability, litigation, and regulatory or other government action, including debarment, as well as the loss of existing or potential customers, damage to brand and reputation, damage to IBM's competitive position, and other financial loss.

*The Company Could Be Impacted by Its Business with Government Clients:* The company's customers include numerous governmental entities within and outside the U.S., including the U.S. Federal Government and state and local entities. Some of the company's agreements with these customers may be subject to periodic funding approval. Funding reductions, delays or work stoppages could adversely impact public sector demand for our products and services. Also, some agreements may contain provisions allowing the customer to terminate without cause and providing for higher liability limits for certain losses. In addition, the company could be suspended or debarred as a governmental contractor and could incur civil and criminal fines and penalties, which could negatively impact the company's results of operations, financial results and reputation.

*The Company's Reliance on Third-Party Distribution Channels and Ecosystems Could Impact Its Business:* The company offers its products directly and through a variety of third-party distributors, resellers, independent software vendors, independent service providers, and other ecosystem partners. Changes in the business condition (financial or otherwise) of these ecosystem partners could subject the company to losses and affect its ability to bring its products to market. As the company moves into new areas, ecosystem partners may be unable to keep up with changes in technology and offerings, and the company may be unable to recruit and enable appropriate partners to achieve anticipated ecosystem growth objectives. In addition, the failure of ecosystem partners to comply with all applicable laws and regulations may prevent the company from working with them and could subject the company to losses and affect its ability to bring products to market.

## **Risks Related to Cybersecurity and Data Privacy**

*Cybersecurity, Privacy, and AI Considerations Could Impact the Company's Business:* There are numerous and evolving risks to cybersecurity and privacy, including risks originating from intentional acts of individual and groups of criminal hackers, hacktivists, state-sponsored organizations, nation states and competitors; from intentional and unintentional acts or omissions of customers, contractors, business partners, vendors, employees and other third parties; and from errors in processes or technologies, as well as the risks associated with an increase in the number of customers, contractors, business partners, vendors, employees and other third parties working remotely. Computer hackers and others routinely attack the security of technology products, services, systems and networks, like those we offer, using a wide variety of methods, including ransomware or other malicious software and attempts to exploit vulnerabilities in hardware, software, and infrastructure, and the increased use of generative AI may introduce novel methods of attack. Attacks also include social engineering and cyber extortion to induce customers, contractors, business partners, vendors, employees and other third parties to disclose information, transfer funds, or unwittingly provide access to systems or data. The company is at risk of security breaches not only of our own products, services, systems and networks, but also those of customers, contractors, business partners, vendors, employees and other third parties, particularly as all parties increasingly digitize their operations. Cyber threats are increasing in number and sophistication, continually evolving, including with the increased use of AI, making it difficult to anticipate and defend against such threats and vulnerabilities that can persist undetected over extended periods of time.

The company's products, services, systems and networks, including cloud-based systems and systems and technologies that the company maintains on behalf of its customers, are used in critical company, customer or third-party operations, and involve the storage, processing and transmission of sensitive data, including valuable intellectual property, other proprietary or confidential data, regulated data, and personal information of employees, customers and others. These products, services, systems and networks are also used by customers in heavily regulated industries, including those in the financial services, healthcare, critical infrastructure and government sectors.

As is common in our industry and for a company our size, we continue to face and prepare for cybersecurity threats. While the company continues to monitor for, identify, investigate, respond to and remediate a wide range of cybersecurity events, there have not been cybersecurity incidents or vulnerabilities that have had a material adverse effect on the company, though there is no assurance that there will not be cybersecurity incidents or vulnerabilities that will have a material adverse effect in the future.

The company regularly addresses cybersecurity attacks and vulnerabilities. Cybersecurity attacks or other security incidents, including industry-wide incidents such as MOVEit, have or could result in, for example, one or more of the following: unauthorized access to, disclosure, modification, misuse, loss, or destruction of company, customer, or other third-party data or systems; theft or import or export of sensitive, regulated, or confidential data including personal information and intellectual property, including key innovations in AI, quantum, or other disruptive technologies; the loss of access to critical data or systems through ransomware, crypto mining, destructive attacks or other means; and business delays, service or system disruptions or denials of service.

In the event of such actions, the company, its customers and other third parties could be exposed to liability, litigation, and regulatory or other government action, including debarment, as well as the loss of existing or potential customers, damage to brand and reputation, damage to our competitive position, and other financial loss. In addition, the cost and operational consequences of responding to cybersecurity incidents and implementing remediation measures could be significant. In the company's industry, security vulnerabilities are increasingly discovered, publicized and exploited across a broad range of hardware, software or other infrastructure, including in our own products, services, systems and networks, or third-party data and systems upon which we rely, elevating the risk of attacks and the potential cost of response and remediation for the company and its customers. In addition, the fast-paced, evolving, pervasive, and sophisticated nature of certain cyber threats and vulnerabilities, as well as the scale and complexity of the business and infrastructure, make it possible that certain threats or vulnerabilities will be undetected or unmitigated in time to prevent or minimize the impact of an attack on the company or its customers.

Cybersecurity risk to the company and its customers also depends on factors such as the actions, practices and investments of customers, contractors, business partners, vendors, the open source community and other third parties, including, for example, providing and implementing patches to address vulnerabilities. Cybersecurity attacks or other catastrophic events resulting in disruptions to or failures in power, information technology, communication systems or other critical infrastructure could result in interruptions or delays to company, customer, or other third-party operations or services, financial loss, injury or death to persons or property, potential liability, and damage to brand and reputation.

Although the company continuously takes significant steps to mitigate cybersecurity risk across a range of functions, such measures can never eliminate the risk entirely or provide absolute security.

As a global enterprise, the regulatory environment with regard to cybersecurity, privacy, AI and data protection issues is increasingly complex and will continue to impact the company's business, including through increased risk, increased costs, and expanded or otherwise altered compliance obligations, including with respect to the increased regulatory activity around the security of critical infrastructure, IoT devices, customer industries (e.g., financial services) and various customer and government supply chain security programs. As the reliance on data grows for the company and our clients, the potential impact of regulations on the company's business, risks, and reputation will grow accordingly. The enactment and expansion of cybersecurity, AI, data protection and privacy laws, regulations and standards around the globe will continue to result in increased compliance costs, including due to an increased focus on international data transfer mechanisms and data location; increased cybersecurity requirements and reporting obligations; the lack of harmonization of such laws and regulations; the increase in associated litigation and enforcement activity by governments and private parties; the potential for damages, fines and penalties and debarment; and the potential regulation of new and emerging technologies. Any additional costs and penalties associated with increased compliance, enforcement, and risk reduction could make certain offerings less profitable or increase the difficulty of bringing certain offerings to market or maintaining certain offerings.

#### **Risks Related to Laws and Regulations**

*The Company Could Incur Substantial Costs Related to Climate Change and Other Environmental Matters:* IBM, like other companies, is subject to potential climate-related risks and costs such as those resulting from increased severe weather events, prolonged changes in temperature, new regulations affecting hardware products and data centers, carbon taxes, and increased environmental disclosures requested or required by clients, regulators and others. The company is also subject to various federal, state, local and foreign laws and regulations concerning the discharge of materials into the environment or otherwise related to environmental protection, including the U.S. Superfund law. The company could incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, as well as third-party claims for property damage or personal injury, if it were to violate or become liable under environmental laws and regulations. We do not expect climate change or compliance with environmental laws and regulations focused on climate change to have a disproportionate effect on the company or its financial position, results of operations and competitive position.

*Tax Matters Could Impact the Company's Results of Operations and Financial Condition:* The company is subject to income taxes in both the United States and numerous foreign jurisdictions. IBM's provision for income taxes and cash tax liability in the future could be adversely affected by numerous factors including, but not limited to, income before taxes being lower than anticipated in countries with lower statutory tax rates and higher than anticipated in countries with higher statutory tax rates, changes in the valuation of deferred tax assets and liabilities, and changes in tax laws, regulations, accounting principles or interpretations thereof, which could adversely impact the company's results of operations and financial condition in future periods. The Organization for Economic Cooperation and Development (OECD) has issued model rules for a new global minimum tax. Local country adoption of these rules may increase tax uncertainty and may adversely impact the company's income taxes. Furthermore, local country, state, provincial or municipal taxation may also be subject to review and potential override by regional, federal, national or similar forms of government. In addition, IBM is subject to the continuous examination of its income tax returns by the United States Internal Revenue Service (IRS) and other tax authorities around the world. The company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes. There can be no assurance that the outcomes from these examinations will not have an adverse effect on the company's provision for income taxes and cash tax liability.

*The Company Is Subject to Legal Proceedings and Investigatory Risks:* As a company with a substantial employee population and with clients in more than 175 countries, IBM is or may become involved as a party and/or may be subject to a variety of claims, demands, suits, investigations, tax matters and other proceedings that arise from time to time in the ordinary course of its business. The risks associated with such legal proceedings are described in more detail in note Q, "Commitments & Contingencies," in IBM's 2024 Annual Report to Stockholders. The company believes it has adopted appropriate risk management and compliance programs. Legal and compliance risks, however, will continue to exist and additional legal proceedings and other contingencies, the outcome of which cannot be predicted with certainty, may arise from time to time.

## **Risks Related to Financing and Capital Markets Activities**

*The Company's Results of Operations and Financial Condition Could Be Negatively Impacted by Its U.S. and non-U.S. Pension Plans:* Adverse financial market conditions and volatility in the credit markets may have an unfavorable impact on the value of the company's pension trust assets and its future estimated pension liabilities. As a result, the company's financial results in any period could be negatively impacted. In addition, in a period of an extended financial market downturn, the company could be required to provide incremental pension plan funding with resulting liquidity risk which could negatively impact the company's financial flexibility. Further, the company's results could be negatively impacted by premiums for mandatory pension insolvency insurance coverage outside the United States. Premium increases could be significant due to the level of insolvencies of unrelated companies in the country at issue. IBM's 2024 Annual Report to Stockholders includes information about potential impacts from pension funding and the use of certain assumptions regarding pension matters.

*The Company Is Exposed to Currency and Financing Risks That Could Impact Its Revenue and Business:* The company derives a significant percentage of its revenues and costs from its affiliates operating in local currency environments, and those results are affected by changes in the relative values of non-U.S. currencies and the U.S. dollar, as well as sudden shifts in regional or global economic activity. Further, inherent in the company's financing business are risks related to the concentration of credit, client creditworthiness, interest rate and currency fluctuations on the associated debt and liabilities and the determination of residual values. The company employs a number of strategies to manage these risks, including the use of derivative financial instruments, which involve the risk of non-performance by the counterparty. In addition, there can be no assurance that the company's efforts to manage its currency and financing risks will be successful.

*The Company's Financial Performance Could Be Impacted by Changes in Market Liquidity Conditions and by Customer Credit Risk on Receivables:* The company's financial performance is exposed to a wide variety of industry sector dynamics worldwide, including sudden shifts in regional or global economic activity. The company's earnings and cash flows, as well as its access to funding, could be negatively impacted by changes in market liquidity conditions. IBM's 2024 Annual Report to Stockholders includes information about the company's liquidity position. The company's client base includes many enterprises worldwide, from small and medium businesses to the world's largest organizations and governments, with a significant portion of the company's revenue coming from global clients across many sectors. Most of the company's sales are on an open credit basis, and the company performs ongoing credit evaluations of its clients' financial conditions. If the company becomes aware of information related to the creditworthiness of a major customer, or if future actual default rates on receivables in general differ from those currently anticipated, the company may have to adjust its allowance for credit losses, which could affect the company's consolidated net income in the period the adjustments are made.

## **Risks Related to Ownership of IBM Securities**

*Risk Factors Related to IBM Securities:* The company and its subsidiaries issue debt securities in the worldwide capital markets from time to time, with a variety of different maturities and in different currencies. The value of the company's debt securities fluctuates based on many factors, including the methods employed for calculating principal and interest, the maturity of the securities, the aggregate principal amount of securities outstanding, the redemption features for the securities, the level, direction and volatility of interest rates, changes in exchange rates, exchange controls, governmental and stock exchange regulations and other factors over which the company has little or no control. The company's ability to pay interest and repay the principal for its debt securities is dependent upon its ability to manage its business operations, as well as the other risks described under this Item 1A. entitled "Risk Factors." There can be no assurance that the company will be able to manage any of these risks successfully.

The company also issues its common stock from time to time in connection with various compensation plans, contributions to its pension plan and certain acquisitions. The market price of IBM common stock is subject to significant volatility, due to other factors described under this Item 1A. entitled "Risk Factors," as well as economic and geopolitical conditions generally, trading volumes, speculation by the press or investment community about the company's financial condition, and other factors, many of which are beyond the company's control. Since the market price of IBM's common stock fluctuates significantly, stockholders may not be able to sell the company's stock at attractive prices.

In addition, changes by any rating agency to the company's outlook or credit ratings can negatively impact the value and liquidity of both the company's debt and equity securities. The company does not make a market in either its debt or equity securities and cannot provide any assurances with respect to the liquidity or value of such securities.



**Item 1B. Unresolved Staff Comments:**

Not applicable.

**Item 1C. Cybersecurity:**

*Risk Management and Strategy*

Cybersecurity is a critical part of risk management at IBM and is integrated with the company's overall enterprise risk management framework. The Board of Directors and the Audit Committee of the Board are responsible for overseeing management's execution of cybersecurity risk management and for assessing IBM's approach to risk management. Senior management is responsible for assessing and managing IBM's exposure to cybersecurity risks on an ongoing basis.

From an enterprise perspective, we implement a multi-faceted risk management approach based on the National Institute of Standards and Technology Cybersecurity Framework. We have established policies and procedures that provide the foundation upon which IBM's infrastructure and data are managed. We regularly assess and adjust our technical controls and methods to identify and mitigate emerging cybersecurity risks. We use a layered approach with overlapping controls to defend against cybersecurity attacks and threats on IBM networks, end-user devices, servers, applications, data, and cloud solutions.

We draw heavily on our own commercial security solutions and services to manage and mitigate cybersecurity risks. IBM maintains a Security Operations Center ("SOC") that monitors for threats to IBM's networks and systems, utilizing threat intelligence provided by a range of sources, including the IBM Security X-Force Exchange platform, which maintains one of the largest compilations of threat intelligence in the world. We also rely on tools licensed from third party security vendors to monitor and manage cybersecurity risks. We periodically engage third parties to supplement and review our cybersecurity practices and provide relevant certifications.

We have a global incident response process, managed by IBM's Computer Security Incident Response Team ("CSIRT"), that relies primarily on internal expertise to respond to cybersecurity threats and attacks. We utilize a combination of online training, educational tools, videos and other awareness initiatives to foster a culture of security awareness and responsibility among our workforce, including responsibility for reporting suspicious activity.

IBM has a third party supplier risk management program to oversee and identify risks from cybersecurity threats associated with its use of third party service providers and vendors. Risks are assessed and prioritized based, among other things, on the type of offering/engagement, supplier assessments, threat intelligence, and industry practices.

As discussed in greater detail in Item 1A., "Risk Factors," the company faces numerous and evolving cybersecurity threats, including risks originating from the increased use of AI, intentional acts of individual and groups of criminal hackers, hacktivists, state-sponsored organizations, nation states and competitors; from intentional and unintentional acts or omissions of customers, contractors, business partners, vendors, employees and other third parties; and from errors in processes or technologies, as well as the risks associated with the number of customers, contractors, business partners, vendors, employees and other third parties working remotely. While the company continues to monitor for, identify, investigate, respond to and remediate cybersecurity risks, including incidents and vulnerabilities, there have not been any that have had a material adverse effect on the company, though there is no assurance that there will not be cybersecurity risks that will have a material adverse effect in the future.

*Governance*

IBM's Enterprise & Technology Security ("E&TS") organization has oversight responsibility for the security of both IBM's internal systems and external offerings and works across all of the organizations within the company to protect IBM, its brand, and its clients against cybersecurity risks. E&TS also addresses cybersecurity risks associated with third party suppliers. For these purposes, E&TS includes a dedicated Chief Information Security Officer ("CISO") whose team is responsible for leading enterprise-wide information security strategy, policy, standards, architecture, and processes for IBM's internal systems. The CISO manages the CSIRT. The CISO also manages the Product Security Incident Response Team ("PSIRT"), which focuses on product vulnerabilities potentially affecting the security of offerings sold to customers. IBM also has Business Information Security Officers ("BISO") who are coordinated by the Office of the CISO on security issues specific to particular business segments.

The CSIRT team, together with the Office of the Chief Information Officer ("CIO"), Cyber Legal, Corporate Security, and BISOs, engages in on-going reviews of incidents, threat intelligence, detections, and vulnerabilities, including to assess client and regulatory impact. Events of interest are promptly reported to the Senior Vice President ("SVP") and Chief Legal Officer ("CLO"), and the SVP overseeing cybersecurity ("SVP Sponsor").

Incidents are delegated to an appropriate incident response team for assessment, investigation, and remediation. Depending on the nature of the matter, the incident response team may include individuals from E&TS, the Office of the CISO, the Office of the CIO, Cyber Legal, Business Units, the Office of Privacy and Responsible Technology, Human Resources, Procurement, Finance and Operations, and Corporate Security. The incident response teams advise and consult with the CLO and the SVP Sponsor, as appropriate.

The Cybersecurity Advisory Committee ("CAC") meets regularly and is responsible for overseeing management of the Company's cybersecurity risk. The CAC is composed of, among others, SVPs from the major business units, the SVP Sponsor, and the CLO. The CAC is responsible for, among other things, setting the Company's governance structure for managing cybersecurity risk and reviewing noteworthy cybersecurity incidents and strategies to prevent recurrence. IBM management responsible for managing cybersecurity risk reflects a cross-section of functions from across the organization with significant experience in managing such risk as well as the technologies underlying these risks. They also hold leadership positions outside of IBM in the field of cybersecurity, serving on governing and advisory boards of public and private institutions at the forefront of issues related to cybersecurity, including technology development, cybersecurity policy, and national security.

The Board of Directors and the Audit Committee oversee the cyber governance process. Leadership from E&TS, including the CISO, make regular presentations to the Audit Committee and the full Board on identification, management, and remediation of cybersecurity risks, both internal and external, as well as threat intelligence, emerging global policies and regulations, cybersecurity technologies, and best practices. In addition, senior management provides briefings as needed to the Audit Committee Chair, the Audit Committee, and, as appropriate, the full Board, on cybersecurity issues and incidents of potential interest.

**Item 2. Properties:**

IBM's corporate headquarters are located at an owned site in Armonk, New York. As of December 31, 2024, in aggregate, we owned or leased facilities for current use consisting of approximately 41 million square feet worldwide.

At December 31, 2024, IBM's facilities in the U.S. had aggregate floor space of approximately 17 million square feet, of which approximately 9 million was owned and 8 million was leased. Outside the U.S., facilities totaled approximately 24 million square feet, of which 3 million was owned and 21 million was leased. This space is primarily used for sales and distribution, manufacturing and development, data processing services including the company's cloud centers, research and other administrative and general support purposes. Our facilities are utilized for current operations of all business segments.

Continuous optimization, maintenance and upgrading of facilities are essential to maintain our technological leadership, improve productivity and meet customer demand. We believe that in all material respects our properties have been satisfactorily maintained, are in good condition and are suitable for our operations.

**Item 3. Legal Proceedings:**

Refer to note Q, "Commitments & Contingencies," on pages 95 to 97 of IBM's 2024 Annual Report to Stockholders, which is incorporated herein by reference.

**Item 4. Mine Safety Disclosures:**

Not applicable.

## PART II

### Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities:

Refer to page 123 of IBM's 2024 Annual Report to Stockholders, which is incorporated herein by reference solely as it relates to this item.

IBM common stock is listed on the New York Stock Exchange and the NYSE Chicago under the symbol "IBM." There were 348,544 common stockholders of record at February 10, 2025.

The following table provides information relating to the company's repurchase of common stock for the fourth quarter of 2024.

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program <sup>(1)</sup>
October 1, 2024—October 31, 2024	—	\$ —	—	\$ 2,007,611,768
November 1, 2024—November 30, 2024	—	\$ —	—	\$ 2,007,611,768
December 1, 2024—December 31, 2024	—	\$ —	—	\$ 2,007,611,768
Total	—	\$ —	—	—

(1) On October 30, 2018, the Board of Directors authorized \$4.0 billion in funds for use in the company's common stock repurchase program. The company stated that it would repurchase shares on the open market or in private transactions depending on market conditions. The common stock repurchase program does not have an expiration date. This table does not include shares tendered to satisfy the exercise price in connection with cashless exercises of employee stock options or shares tendered to satisfy tax withholding obligations in connection with employee equity awards. The company suspended its share repurchase program at the time of the Red Hat closing in 2019.

### Item 6. [Reserved]

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations:

Refer to pages 6 through 42 of IBM's 2024 Annual Report to Stockholders, which are incorporated herein by reference.

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk:

Refer to the section titled "Market Risk" on page 40 of IBM's 2024 Annual Report to Stockholders, which is incorporated herein by reference.

### Item 8. Financial Statements and Supplementary Data:

Refer to pages 46 through 121 of IBM's 2024 Annual Report to Stockholders, which are incorporated herein by reference. Also refer to the Financial Statement Schedule on page S-1 of this Form 10-K.

### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure:

Not applicable.

### Item 9A. Controls and Procedures:

The company's management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the company's disclosure controls and procedures as of the end of the period covered by this

report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Refer to "Report of Management" and "Report of Independent Registered Public Accounting Firm" on pages 43 through 45 of IBM's 2024 Annual Report to Stockholders, which are incorporated herein by reference. There has been no change in the company's internal control over financial reporting that occurred during the fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

**Item 9B. Other Information:**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections:**

Not applicable.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance:**

Refer to the information under the captions "Election of Directors for a Term of One Year," "Governance and the Board—Committees of the Board," "Governance and the Board—Delinquent Section 16(a) Reports: None," "Governance and the Board—Corporate Governance" and "Frequently Asked Questions—How do I submit an item of business for the 2026 Annual Meeting?" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025, all of which information is incorporated herein by reference. Also refer to Item 1 of this Form 10-K under the caption "Information About Our Executive Officers (at February 25, 2025)" on page 3 for additional information on the company's executive officers.

**Item 11. Executive Compensation:**

Refer to the information under the captions "2024 Summary Compensation Table and Related Narrative," "2024 Summary Compensation Table," "2024 Compensation Discussion and Analysis," "2024 Grants of Plan-Based Awards Table," "2024 Outstanding Equity Awards at Fiscal Year-End Table," "2024 Option Exercises and Stock Vested Table," "2024 Retention Plan Table," "2024 Pension Benefits Narrative," "2024 Pension Benefits Table," "2024 Nonqualified Deferred Compensation Narrative," "2024 Nonqualified Deferred Compensation Table," "2024 Potential Payments Upon Termination Narrative," "2024 Potential Payments Upon Termination Table," "2024 Director Compensation Table," "Director Compensation under the IBM Deferred Compensation and Equity Award Plan (DCEAP)," "Governance and the Board—Compensation Committee Interlocks and Insider Participation: None," "Compensation Program as It Relates to Risk," "2024 Executive Compensation—Report of the Executive Compensation and Management Resources Committee of the Board of Directors," "Pay Ratio," "Pay Versus Performance," and "Equity Award Grant Practices" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025, all of which information is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters:**

Refer to the information under the captions "Ownership of Securities—Security Ownership of Certain Beneficial Owners" and "Ownership of Securities—Common Stock and Stock-based Holdings of Directors and Executive Officers" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025, all of which information is incorporated herein by reference.

**EQUITY COMPENSATION PLAN INFORMATION**

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	Weighted-average exercise price of outstanding options, warrants and rights <sup>(1)</sup>	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders			
Options	9,268,766	\$ 144.65	—
RSUs	20,308,848	N/A	—
PSUs <sup>(2)</sup>	5,047,739	N/A	—
Subtotal	34,625,353	\$ 144.65	27,351,972
Equity compensation plans not approved by security holders			
Options	736,630	\$ 146.86	—
RSUs	754,697	N/A	—
PSUs <sup>(2)</sup>	578,779	N/A	—
DCEAP shares	211,144	N/A	—
Subtotal	2,281,250	\$ 146.86	12,946,498
Total	36,906,603	\$ 144.81	40,298,470

N/A is not applicable

RSUs = Restricted Stock Units, including Retention Restricted Stock Units

PSUs = Performance Share Units

DCEAP Shares = Promised Fee Shares under the DCEAP (refer to plan description below)

(1) In connection with 15 acquisition transactions, 205,078 additional share based awards, consisting of stock options, were outstanding at December 31, 2024 as a result of the Company's assumption of awards granted by the acquired entities. The weighted-average exercise price of these awards was \$23.47. The Company has not made, and will not make, any further grants or awards of equity securities under the plans of these acquired companies.

(2) The numbers included for PSUs in column (a) above reflect the maximum number payout. Assuming target number payout, the number of securities to be issued upon exercise of PSUs for equity compensation plans approved by security holders is 2,969,258 and for equity compensation plans not approved by security holders is 332,292. For additional information about PSUs, including payout calculations, refer to the information under "2024 Summary Compensation Table and Related Narrative" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025.

The material features of each equity compensation plan under which equity securities are authorized for issuance that was adopted without stockholder approval are described below:

**2001 Long-Term Performance Plan (the "2001 Plan")**

The 2001 Plan has been used to fund awards for employees other than senior executives of the Company. Awards for senior executives of the Company have been and will continue to be funded from the stockholder-approved 1999 Long-Term Performance Plan (the "1999 Plan"); the 1999 Plan is also used to fund awards for employees other than senior executives, otherwise, the provisions of the 2001 Plan are identical to the 1999 Plan, including the type of awards that may be granted under the plan (stock options, restricted stock and unit awards and long-term performance incentive awards).

The 2001 Plan is administered by the Executive Compensation and Management Resources Committee of the Board of Directors (the "Committee"), and that Committee may delegate to officers of the company certain of its duties, powers and authority. Payment of awards may be made in the form of cash, stock or combinations thereof and may be deferred with Committee approval. Awards are not transferable or assignable except (i) by law, will or the laws of descent and distribution, (ii) as a result of the disability of the recipient, or (iii) with the approval of the Committee.

If the employment of a participant terminates, other than as a result of the death or disability of a participant, all unexercised, deferred and unpaid awards shall be canceled immediately, unless the award agreement provides otherwise. In

the event of the death of a participant or in the event a participant is deemed by the company to be disabled and eligible for benefits under the terms of the IBM Long-Term Disability Plan (or any successor plan or similar plan of another employer), the participant's estate, beneficiaries or representative, as the case may be, shall have the rights and duties of the participant under the applicable award agreement. In addition, unless the award agreement specifies otherwise, the Committee may cancel, rescind, suspend, withhold or otherwise limit or restrict any unexpired, unpaid, or deferred award at any time if the participant is not in compliance with all applicable provisions of the awards agreement and the 2001 Plan. In addition, awards may be cancelled if the participant engages in any conduct or act determined to be injurious, detrimental or prejudicial to any interest of the company.

**PWCC Acquisition Long-Term Performance Plan (the "PWCC Plan")**

The PWCC Plan was adopted by the Board of Directors in connection with the company's acquisition of PricewaterhouseCoopers Consulting ("PwCC") from PricewaterhouseCoopers LLP, as announced on October 1, 2002. The PWCC Plan has been and will continue to be used solely to fund awards for employees of PwCC who have become employed by the company as a result of the acquisition. Awards for senior executives of the company will not be funded from the PWCC Plan. The terms and conditions of the PWCC Plan are substantively identical to the terms and conditions of the 2001 Plan, described above.

**IBM Red Hat Acquisition Long-Term Performance Plan (the "Red Hat Plan")**

The Red Hat Plan was adopted by the Board of Directors in connection with the company's acquisition of Red Hat, Inc. on July 9, 2019. The Red Hat Plan was used solely to fund awards for employees who were not employed by IBM immediately prior to the closing of the acquisition. Awards for senior executives of the company will not be funded from the Red Hat Plan. The terms and conditions of the Red Hat Plan are substantively identical to the terms and conditions of the 2001 Plan, described above.

**Amended and Restated Deferred Compensation and Equity Award Plan (the "DCEAP")**

The DCEAP was adopted in 1993 and amended and restated effective January 1, 2014. Under the Amended and Restated DCEAP, non-management directors receive Promised Fee Shares in connection with deferred annual retainer payments. Each Promised Fee Share is equal in value to one share of the company's common stock. Upon a director's retirement or other completion of service as a director, amounts deferred into Promised Fee Shares are payable in either cash and/or shares of the company's stock either as lump sum or installments pursuant to the director's distribution election. For additional information about the DCEAP, refer to "Director Compensation under the IBM Deferred Compensation and Equity Award Plan (DCEAP)" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025.

**Item 13. Certain Relationships and Related Transactions, and Director Independence:**

Refer to the information under the captions "IBM Board of Directors," "Governance and the Board—Committees of the Board," "Governance and the Board—Certain Transactions and Relationships" and "Governance and the Board—Corporate Governance—Independent Board" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025, all of which information is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services:**

Refer to the information under the captions "Report of the Audit Committee of the Board of Directors" and "Audit and Non-Audit Fees" in IBM's definitive Proxy Statement to be filed with the SEC and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025, all of which information is incorporated herein by reference.

**PART IV****Item 15. Exhibits, Financial Statement Schedules:**

(a) The following documents are filed as part of this report:

1. Financial statements from IBM's 2024 Annual Report to Stockholders, which are incorporated herein by reference:  
 Report of Independent Registered Public Accounting Firm – PCAOB Firm ID 238 (pages 44 through 45).  
 Consolidated Income Statement for the years ended December 31, 2024, 2023 and 2022 (page 46).  
 Consolidated Statement of Comprehensive Income for the years ended December 31, 2024, 2023 and 2022 (page 47).  
 Consolidated Balance Sheet at December 31, 2024 and 2023 (page 48).  
 Consolidated Statement of Cash Flows for the years ended December 31, 2024, 2023 and 2022 (page 49).  
 Consolidated Statement of Equity at December 31, 2024, 2023 and 2022 (pages 50 through 51).  
 Notes to Consolidated Financial Statements (pages 52 through 121).
2. Financial statement schedule required to be filed by Item 8 of this Form:

Page	Schedule Number	
S-1	II	<a href="#">Report of Independent Registered Public Accounting Firm on Financial Statement Schedule.</a> <a href="#">Valuation and Qualifying Accounts and Reserves for the years ended December 31, 2024, 2023, and 2022.</a>

All other schedules are omitted as the required matter is not present, the amounts are not significant or the information is shown in the Consolidated Financial Statements or the notes thereto.

3. Exhibits:

Reference Number per Item 601 of Regulation S-K	Description of Exhibits	Exhibit Number in this Form 10-K
(3)	Certificate of Incorporation and By-laws  <a href="#">The Certificate of Incorporation of IBM, is Exhibit 3.1 to Form 10-K, filed February 22, 2022, and is hereby incorporated by reference.</a>  <a href="#">The By-Laws of IBM, as amended through April 30, 2024, is Exhibit 3.2 to Form 10-Q, filed April 30, 2024, and is hereby incorporated by reference.</a>	
(4)	Instruments defining the rights of security holders  <a href="#">The instruments defining the rights of the holders of the 7.00% Debentures due 2025 and the 7.00% Debentures due 2045 are Exhibits 2 and 3, respectively, to Form 8-K, filed on October 30, 1995, and are hereby incorporated by reference.</a>  <a href="#">The instrument defining the rights of the holders of the 7.125% Debentures due 2096 is Exhibit 4.2 to Form 8-K/A, filed on December 6, 1996, and is hereby incorporated by reference.</a>  <a href="#">The instrument defining the rights of the holders of the 6.22% Debentures due 2027 is Exhibit 3 to Form 8-K, filed on August 1, 1997, and is hereby incorporated by reference.</a>  <a href="#">The instrument defining the rights of the holders of the 6.50% Debentures due 2028 is Exhibit 2 to Form 8-K, filed on January 8, 1998, and is hereby incorporated by reference.</a>  <a href="#">The instrument defining the rights of the holders of the 5.875% Debentures due 2032 is Exhibit 3 to Form 8 K, filed on November 26, 2002, and is hereby incorporated by reference.</a>	



[The instrument defining the rights of the holders of the 2.875% Notes due 2025 is Exhibit 3 to Form 8-K, filed November 6, 2013, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 3.450% Notes due 2026 and the 4.700% Notes due 2046 are Exhibits 4.4 and 4.5 to Form 8-K, filed February 18, 2016, and are hereby incorporated by reference.](#)

[The instrument defining the rights of the holders of the 1.750% Notes due 2028 is Exhibit 4.3 to Form 8-K, filed March 4, 2016, and is hereby incorporated by reference.](#)

[The instrument defining the rights of the holders of the 0.300% Notes due 2026 is Exhibit 4 to Form 8-K, filed November 1, 2016, and is hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 3.300% Notes due 2027 is Exhibit 4.4 to Form 8-K, filed January 26, 2017, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 0.950% Notes due 2025, and the 1.500% Notes due 2029 are Exhibits 4.1 and 4.2 to Form 8-K, filed May 22, 2017, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 1.250% Notes due 2027 and the 1.750% Notes due 2031 are Exhibits 4.3 and 4.4 to Form 8-K, filed January 30, 2019, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 3.300% Notes due 2026, the 3.500% Notes due 2029, the 4.150% Notes due 2039 and the 4.250% Notes due 2049 are Exhibits 4.5, 4.6, 4.7 and 4.8 to Form 8-K, filed May 14, 2019, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 0.300% Notes due 2028, the 0.650% Notes due 2032 and the 1.200% Notes due 2040 are Exhibits 4.1, 4.2 and 4.3 to Form 8-K, filed February 10, 2020, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 1.700% Notes due 2027, the 1.950% Notes due 2030, the 2.850% Notes due 2040 and the 2.950% Notes due 2050 are Exhibits 4.1, 4.2, 4.3 and 4.4 to Form 8-K, filed May 6, 2020, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 0.875% Notes due 2030, the 1.250% Notes due 2034, the 2.200% Notes due 2027, the 2.720% Notes due 2032 and the 3.430% Notes due 2052 are Exhibits 4.1, 4.2, 4.3, 4.4 and 4.5 to Form 8-K, filed February 8, 2022, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 4.000% Notes due 2025, the 4.150% Notes due 2027, the 4.400% Notes due 2032 and the 4.900% Notes due 2052 are Exhibits 4.1, 4.2, 4.3 and 4.4 to Form 8-K, filed July 26, 2022, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 3.375% Notes due 2027, the 3.625% Notes due 2031, the 3.750% Notes due 2035, the 4.000% Notes due 2043, the 4.875% Notes due 2038, the 4.500% Notes due 2026, the 4.500% Notes due 2028, the 4.750% Notes due 2033 and the 5.100% Notes due 2053 are Exhibits 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8 and 4.9 to Form 8-K, filed February 3, 2023, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 4.700% Notes due 2026, the 4.600% Notes due 2027, the 4.600% Notes due 2029, the 4.750% Notes due 2031, the 4.900% Notes due 2034, the 5.250% Notes due 2044 and the 5.300% Notes due 2054 are Exhibits 4.2, 4.3, 4.4, 4.5, 4.6, 4.7 and 4.8 to Form 8-K, filed February 2, 2024, and are hereby incorporated by reference.](#)

[The instruments defining the rights of the holders of the 2.900% Notes due 2030, the 3.150% Notes due 2033, the 3.450% Notes due 2037, the 3.800% Notes due 2045, the 4.650% Notes due 2028, the 4.800% Notes due 2030, the 5.000% Notes due 2032, the 5.200% Notes due 2035 and the 5.700% Notes due 2055 are Exhibits 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, and 4.9 to Form 8-K, filed February 7, 2025, and are hereby incorporated by reference.](#)

[Indenture dated as of October 1, 1993 between IBM and The Bank of New York Mellon, \(as successor to The Chase Manhattan Bank \(National Association\)\) as Trustee, is Exhibit 4.1 to Form 10-Q for the quarter ended September 30, 2017, and is hereby incorporated by reference.](#)

[First Supplemental Indenture to Indenture dated as of October 1, 1993 between IBM and The Bank of New York Mellon, \(as successor to The Chase Manhattan Bank \(National Association\)\) as Trustee, dated as of December 15, 1995, is Exhibit 4.2 to Form 10-Q for the quarter ended September 30, 2017, and is hereby incorporated by reference.](#)

[Indenture dated as of February 2, 2024, between IBM International Capital Pte. Ltd., International Business Machines Corporation, as guarantor, and The Bank of New York Mellon, as trustee, is Exhibit 4.1 to Form 8-K, filed February 2, 2024, and is hereby incorporated by reference.](#)

[Description of Securities Registered under Section 12 of the Exchange Act.](#)

4.1

(10) Material contracts

[The IBM 2001 Long-Term Performance Plan, a compensatory plan, contained in Registration Statement No. 333-87708 on Form S-8, as such amended plan was filed as Exhibit 10.1 to Form 10-Q for the quarter ended September 30, 2007, is hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM PWCC Acquisition Long-Term Performance Plan, a compensatory plan, contained in Registration Statement No. 333-102872 on Form S-8, as such amended plan was filed as Exhibit 10.2 to Form 10-Q for the quarter ended September 30, 2007, is hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM Red Hat Acquisition Long-Term Performance Plan, a compensatory plan, contained in Registration Statement No. 333-232585 of Form S-8, as such amended plan was filed as Exhibit 4.8 to Form S-8 POS, filed on December 18, 2020, is hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM 1999 Long-Term Performance Plan, a compensatory plan, contained in Registration Statement No. 333-30424 on Form S-8, as such amended plan was filed as Exhibit 10.3 to Form 10-Q for the quarter ended September 30, 2007, is hereby incorporated by reference.](#) <sup>(1)</sup>

[The VMTurbo, Inc. Amended and Restated 2008 Stock Plan, a compensatory plan, contained in Registration Statement No. 333-259965 on Form S-8, as such amended and restated plan was filed as Exhibit 4.3 to Form S-8, filed on October 1, 2021, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Terms and Conditions of LTPP equity award agreements was filed as Exhibit 10.2 to Form 10-Q for the quarter ended March 31, 2019, and is hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of equity award agreements for stock options, restricted stock, restricted stock units, cash-settled restricted stock units and SARS, as well as the Terms and Conditions of LTPP Equity Awards, effective July 15, 2019, in connection with the foregoing award agreements, filed as Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2019, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of LTPP equity award agreements for \(i\) stock options, restricted stock, restricted stock units, cash-settled restricted stock units, SARS, and \(ii\) performance share units, as well as the Terms and Conditions of LTPP Equity Awards, effective October 1, 2019, in connection with the foregoing award agreements, filed as Exhibit 10.1 to Form 10-Q for the quarter ended September 30, 2019, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of LTPP equity award agreement for performance share units and the terms and conditions of LTPP Equity Awards, effective December 17, 2019, in connection with the foregoing award agreements, filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2019, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of LTPP equity award agreement for performance share units and the terms and conditions of LTPP Equity Awards, effective March 2, 2020, in connection with the foregoing award agreements, filed as Exhibit 10.1 to Form 10-Q for the quarter ended March 31, 2020, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Terms and Conditions of IBM LTPP Equity Awards, effective June 1, 2020, filed as Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2020, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Terms and Conditions of IBM LTPP Equity Awards, effective June 1, 2023, filed as Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2023, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of LTPP equity award agreement for performance share units, effective, January 1, 2021, filed as Exhibit 10.1 to Form 10-Q for the quarter ended March 1, 2021, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of LTPP equity award agreements for \(i\) stock options, restricted stock, restricted stock units, cash-settled restricted stock units, SARS, \(ii\) performance share units and \(iii\) retention restricted stock unit awards, effective June 1, 2021, filed as Exhibit 10.1 to the Form 10-Q for the quarter ended June 30, 2021, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of LTPP equity award agreements for \(i\) stock options, restricted stock, restricted stock units, cash-settled restricted stock units, SARS, and \(ii\) performance share units, as well as the Terms and Conditions of LTPP Equity Awards, effective January 1, 2022, in connection with the foregoing award agreements, filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2021, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of LTPP equity award agreements for \(i\) stock options, restricted stock, restricted stock units, cash-settled restricted stock units, SARS, and \(ii\) performance share units, as well as the Terms and Conditions of LTPP Equity Awards, effective February 1, 2023, in connection with the foregoing award agreements, filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2022, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of LTPP equity award agreements for \(i\) stock options, restricted stock units, cash-settled restricted stock units, SARS, \(ii\) retention restricted stock units, cash-settled retention restricted stock units, and \(iii\) performance share units, as well as the Terms and Conditions of LTPP Equity Awards, effective July 1, 2023, in connection with the foregoing award agreements, filed as Exhibit 10.2 to Form 10-Q for the quarter ended June 30, 2023, are hereby incorporated by reference.](#) <sup>(1)</sup>

[Forms of LTPP equity award agreements for \(i\) stock options, restricted stock, restricted stock units, cash-settled restricted stock units, SARS, \(ii\) performance share units, and \(iii\) retention restricted stock unit awards, cash-settled retention restricted stock units, effective February 19, 2024, filed as Exhibit 10.1 to Form 10-Q for the quarter ended March 31, 2024, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Terms and Conditions of IBM LTPP Equity Awards, effective April 1, 2024, filed as Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2024, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Annual Incentive Program, effective January 1, 2023, as amended through January 1, 2024, filed as Exhibit 10.1 to Form 10-Q for the quarter ended September 30, 2024, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Board of Directors compensatory plans, as described under the caption "Governance of the Board—Director Compensation" in IBM's definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to stockholders in connection with the Annual Meeting of Stockholders to be held April 29, 2025, are hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM Board of Directors Amended and Restated Deferred Compensation and Equity Award Plan, a compensatory plan, as amended and restated effective January 1, 2014, which was filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2013, and is hereby incorporated by reference.](#) <sup>(1)</sup>

[Amendment No. 1 to the Amended and Restated Deferred Compensation and Equity Award Plan, effective January 30, 2018, which was filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2017, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Amendment No. 2 to the Amended and Restated Deferred Compensation and Equity Award Plan, effective December 13, 2022, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2022, are hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM Supplemental Executive Retention Plan, a compensatory plan, as amended and restated through December 31, 2008, which was filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2008, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Amendment No. 1 to the IBM Supplemental Executive Retention Plan, a compensatory plan, effective December 9, 2014, which was filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2014, and is hereby incorporated by reference.](#) <sup>(1)</sup>

[Amendment No. 2 to the IBM Supplemental Executive Retention Plan, a compensatory plan, effective December 31, 2023, which was filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2023, and is hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM Excess Savings Plan, a compensatory plan \(formerly the IBM Excess 401\(k\) Plus Plan\), as amended and restated through January 1, 2024, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2023, is hereby incorporated by reference.](#) <sup>(1)</sup>

[The IBM 2014 Employees Stock Purchase Plan contained in Registration Statement 333-190160 on Form S-8, as such plan was filed as Exhibit 4 to Form S-8, filed on June 13, 2014, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-Q for the quarter ended March 31, 2009, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.1 to Form 10-Q for the quarter ended March 31, 2012, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2015, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.3 to Form 10-Q for the quarter ended June 30, 2016, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2016, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.3 to Form 10-K for the year ended December 31, 2017, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-Q for the quarter ended September 30, 2018, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2019, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2020, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2021, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.4 to Form 10-K for the year ended December 31, 2022, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-Q for the quarter ended March 31, 2024, is hereby incorporated by reference.](#) <sup>(1)</sup>

[Form of Noncompetition Agreement.](#) <sup>(1)</sup>

10.1

<a href="#"><u>Form of Noncompetition Agreement.</u></a> <sup>(1)</sup>	10.2
<a href="#"><u>Letter Agreement, signed by Gary Cohn and IBM, dated December 24, 2020, filed as Exhibit 10.3 to Form 10-K for the year ended December 31, 2021, is hereby incorporated by reference.</u></a> <sup>(1)</sup>	
<a href="#"><u>Letter Agreement, signed by Gary Cohn, dated December 24, 2020, filed as Exhibit 10.4 to Form 10-K for the year ended December 31, 2021, is hereby incorporated by reference.</u></a> <sup>(1)</sup>	
<a href="#"><u>\$2,500,000,000 Three-Year Credit Agreement, dated as of June 22, 2021, among International Business Machines Corporation, the Subsidiary Borrowers parties thereto, the several banks and other financial institutions from time to time parties to such agreement, JPMorgan Chase Bank, N.A., as Administrative Agent, BNP Paribas, Citibank N.A. and Royal Bank of Canada, as Syndication Agents, and the Documentation Agents named therein, filed as Exhibit 10.1 to Form 8-K, filed June 25, 2021, is hereby incorporated by reference.</u></a>	
<a href="#"><u>Amendment No. 1 to Three-Year Credit Agreement dated as of June 30, 2022, among International Business Machines Corporation, the several banks and other financial institutions from time to time parties to such agreement and JPMorgan Chase Bank, N.A., as Administrative Agent, filed as Exhibit 10.1 to Form 8-K, filed July 1, 2022, is hereby incorporated by reference.</u></a>	
<a href="#"><u>Confirmation of Termination Date Extension dated June 17, 2024 to \$2,500,000,000 Three-Year Credit Agreement dated as of June 22, 2021 (as amended by Amendment No. 1 to Three-Year Credit Agreement, dated as of June 30, 2022), among IBM, the several banks and other financial institutions from time to time parties thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, BNP Paribas, Citibank N.A. and Royal Bank of Canada, as Syndication Agents, and the Documentation Agents named therein, filed as Exhibit 10.1 to Form 8-K, filed June 17, 2024, is hereby incorporated by reference</u></a>	
<a href="#"><u>\$7,500,000,000 Five-Year Credit Agreement, dated as of June 22, 2021, among International Business Machines Corporation, the Subsidiary Borrowers parties thereto, the several banks and other financial institutions from time to time parties to such agreement, JPMorgan Chase Bank, N.A., as Administrative Agent, BNP Paribas, Citibank, N.A. and Royal Bank of Canada, as Syndication Agents, and the Documentation Agents named therein, filed as Exhibit 10.2 to Form 8-K, filed June 25, 2021, is hereby incorporated by reference.</u></a>	
<a href="#"><u>Amendment No. 1 to Five-Year Credit Agreement dated as of June 30, 2022, among International Business Machines Corporation, the several banks and other financial institutions from time to time parties to such agreement and JPMorgan Chase Bank, N.A., as Administrative Agent, filed as Exhibit 10.2 to Form 8-K, filed July 1, 2022, is hereby incorporated by reference.</u></a>	
<a href="#"><u>Confirmation of Termination Date Extension dated June 17, 2024 to \$7,500,000,000 Five-Year Credit Agreement dated as of June 22, 2021 (as amended by Amendment No. 1 to Five-Year Credit Agreement, dated as of June 30, 2022), among IBM, the several banks and other financial institutions from time to time parties thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, BNP Paribas, Citibank N.A. and Royal Bank of Canada, as Syndication Agents, and the Documentation Agents named therein, filed as Exhibit 10.2 to Form 8-K, filed June 17, 2024, is hereby incorporated by reference.</u></a>	
(13) <a href="#"><u>Annual Report to Security Holders</u></a> <sup>(2)</sup>	13
(19) <a href="#"><u>Securities Trading Policy</u></a>	19
(21) <a href="#"><u>Subsidiaries of the registrant</u></a>	21
(22) <a href="#"><u>Subsidiary Issuer of Guaranteed Securities, filed as Exhibit 22 for the quarter ended March 31, 2024, is hereby incorporated by reference.</u></a>	
(23) <a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>	23.1
(24) <a href="#"><u>Powers of attorney</u></a>	24.1
<a href="#"><u>Resolution of the IBM Board of Directors authorizing execution of this Annual Report on Form 10-K by Powers of Attorney</u></a>	24.2

(31)	<a href="#">Certification by CEO pursuant to Rule 13A-14(a) or 15D-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	31.1
	<a href="#">Certification by CFO pursuant to Rule 13A-14(a) or 15D-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	31.2
(32)	<a href="#">Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	32.1
	<a href="#">Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	32.2
(97)	<a href="#">International Business Machines Corporation Executive Officer Compensation Recovery Policy, filed as Exhibit 97 to Form 10-K for the year ended December 31, 2023, is hereby incorporated by reference.</a>	
101.INS	XBRL Instance Document – the instance document does not appear on the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	
101.SCH	XBRL Taxonomy Extension Schema Document	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	101
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document.	104

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(1) Management contract or compensatory plan or arrangement.

(2) The Performance Graphs, set forth on page 122 of IBM's 2024 Annual Report to Stockholders, are deemed to be furnished but not filed.

**Item 16. Form 10-K Summary:**

None.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ NICOLÁS A. FEHRING  
Nicolás A. Fehring  
*Vice President and Controller*  
*(Chief Accounting Officer)*  
  
*Date: February 25, 2025*

Signature	Title	Date
<div><div>/s/ ARVIND KRISHNA</div><div>Arvind Krishna</div></div>	Chairman of the Board, President and Chief Executive Officer	February 25, 2025
<div><div>/s/ JAMES J. KAVANAUGH</div><div>James J. Kavanaugh</div></div>	Senior Vice President, Finance and Operations, and Chief Financial Officer	February 25, 2025
<div><div>/s/ NICOLÁS A. FEHRING</div><div>Nicolás A. Fehring</div></div>	Vice President and Controller (Chief Accounting Officer)	February 25, 2025

By: /s/ JANE P. EDWARDS  
*Jane P. Edwards*  
*Attorney-in-fact*  
February 25, 2025



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON FINANCIAL STATEMENT SCHEDULE**

To the Board of Directors and Stockholders of  
International Business Machines Corporation:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2025 appearing in the 2024 Annual Report to Stockholders of International Business Machines Corporation (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedule listed in Item 15(a)(2) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
New York, New York  
February 25, 2025

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**INTERNATIONAL BUSINESS MACHINES CORPORATION AND SUBSIDIARY COMPANIES**  
**VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**  
**For the Years Ended December 31:**  
**(Dollars in Millions)**

Description	Balance at Beginning of Period	Additions/ (Deductions)	Write-offs	Foreign Currency and Other	Balance at End of Period
<b>Allowance For Credit Losses <sup>(1) (2)</sup></b>					
<b>2024</b>					
–Current	\$ 431	\$ ( 11 )	\$ ( 146 )	\$ ( 20 )	\$ 254
–Noncurrent	\$ 27	\$ ( 7 )	\$ 0	\$ ( 1 )	\$ 19
<b>2023</b>					
–Current	\$ 467	\$ 13	\$ ( 97 )	\$ 48	\$ 431
–Noncurrent	\$ 28	\$ ( 2 )	\$ —	\$ 0	\$ 27
<b>2022</b>					
–Current	\$ 418	\$ 59	\$ ( 55 )	\$ 45	\$ 467
–Noncurrent	\$ 25	\$ 6	\$ 0	\$ ( 2 )	\$ 28
<b>Allowance For Inventory Losses</b>					
<b>2024</b>	\$ 658	\$ 122	\$ ( 199 )	\$ ( 4 )	\$ 577
<b>2023</b>	\$ 631	\$ 201	\$ ( 183 )	\$ 9	\$ 658
<b>2022</b>	\$ 633	\$ 162	\$ ( 148 )	\$ ( 15 )	\$ 631
<b>Revenue Based Provisions</b>					
<b>2024</b>	\$ 480	\$ 348	\$ ( 480 )	\$ ( 51 )	\$ 298
<b>2023</b>	\$ 424	\$ 500	\$ ( 456 )	\$ 12	\$ 480
<b>2022</b>	\$ 435	\$ 620	\$ ( 629 )	\$ ( 2 )	\$ 424

(1) The majority of the write-offs during the period related to receivables which had been previously reserved.

(2) Other includes reserves related to discontinued operations.

Additions/(Deductions) to the allowances represent changes in estimates of unrecoverable amounts in receivables and inventory and are recorded to expense and cost accounts, respectively. Amounts are written-off when they are deemed unrecoverable by the company. Additions/(Deductions) to Revenue Based Provisions represent changes in estimated reductions to revenue, primarily as a result of revenue-related programs, including customer and business partner rebates. Write-offs for Revenue Based Provisions represent reductions in the provision due to amounts remitted to customers and business partners.

International Business Machines Corporation

This exhibit includes both equity and debt disclosure required under Item 202 of Regulation S-K relating to the company's Capital Stock, Notes and Debentures registered under Section 12 of the Exchange Act outstanding as December 31, 2024.

**SUMMARY DESCRIPTION OF THE CAPITAL STOCK REGISTERED UNDER SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

The following description contains a summary of some of the important provisions of relating to the capital stock of International Business Machines Corporation (IBM or the company), and does not purport to be complete and is subject to and qualified in its entirety by reference to the company's Certificate of Incorporation and By-Laws, which are included as exhibits to this Form 10-K. As of the date of this Form 10-K, the company is authorized to issue up to 4,687,500,000 shares of capital stock, \$0.20 par value per share. As of December 31, 2024, 2,279,164,313 shares of capital stock were issued and 926,290,070 were outstanding. The company has no other class of equity securities issued and outstanding.

**Dividends.** Holders of capital stock are entitled to receive dividends, in cash, securities, or property, as may from time to time be declared by our Board of Directors, subject to the rights of the holders of the preferred stock.

**Voting.** Each holder of capital stock is entitled to one vote per share on all matters requiring a vote of the stockholders.

**Rights upon liquidation.** In the event of our voluntary or involuntary liquidation, dissolution, or winding up, the holders of capital stock will be entitled to share equally in our assets available for distribution after payment in full of all debts and after the holders of preferred stock have received their liquidation preferences in full.

**Miscellaneous.** Shares of capital stock are not redeemable and have no subscription, conversion or preemptive rights.

**Additional By-law provisions applicable to the capital stock.** In accordance with the terms of the company's By-Laws,

- holders of 25% of the outstanding shares of capital stock of the company have the ability to call a special meeting, and
- holders of 3% or more of the outstanding shares of capital stock for three years may exercise proxy access rights.

The company's By-Laws also establish advance notice procedures with respect to shareholder proposals and shareholder proxy access rights.

**Listing.** All shares of issued and outstanding capital stock are listed on the New York Stock Exchange and the Chicago Stock Exchange under the ticker symbol "IBM."

## SUMMARY DESCRIPTION OF THE DEBT SECURITIES REGISTERED UNDER SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

The following description contains a summary of some of the important provisions relating to the Company's debt securities registered under Section 12 of the Securities Exchange Act of 1934 as of December 31, 2024. It does not purport to be complete and is subject to and qualified in its entirety by reference to: (i) the Company's indenture dated as of October 1, 1993, as supplemented on December 15, 1995, between IBM and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Senior Indenture") and (ii) the instruments defining the rights of holders of each series of Notes and Debentures described below (such series collectively, the "debt securities"). The Senior Indenture and instruments defining the rights of holders of the debt securities are included as exhibits to this Form 10-K. All capitalized terms used herein but not defined shall have the meaning ascribed to them in either the Senior Indenture or the respective Note or Debenture, as applicable.

### Overview

All debt securities registered by IBM under Section 12 of the Securities Exchange Act of 1934 that are outstanding as of December 31, 2024 have been issued under the Senior Indenture and listed on the New York Stock Exchange. A listing of each series of registered debt securities follows:

1. 2.875% Notes due 2025
2. 0.950% Notes due 2025
3. 0.300% Notes due 2026
4. 1.250% Notes due 2027
5. 3.375% Notes due 2027
6. 1.750% Notes due 2028
7. 0.300% Notes due 2028
8. 1.500% Notes due 2029
9. 0.875% Notes due 2030
10. 1.750% Notes due 2031
11. 3.625% Notes due 2031
12. 0.650% Notes due 2032
13. 1.250% Notes due 2034
14. 3.750% Notes due 2035
15. 4.875% Notes due 2038
16. 1.200% Notes due 2040
17. 4.000% Notes due 2043
18. 7.00% Debentures due 2025
19. 6.22% Debentures due 2027
20. 6.50% Debentures due 2028
21. 5.875% Debentures due 2032
22. 7.00% Debentures due 2045
23. 7.125% Debentures due 2096

Each issuance of debt securities described in this Appendix constitute a separate series (each, a "series") of debt securities under the Senior Indenture for purposes of, among other things, payment of principal and interest, events of default and consents to amendments to the Senior Indenture. Each series of debt securities are unsecured and have the same rank as all of IBM's other unsecured and unsubordinated debt. The Senior Indenture does not limit the amount of debt securities that we may issue and debt securities may be issued in one or more separate series. The Senior Indenture provides that additional debt securities may be issued up to the principal amount authorized by us from time to time.

IBM may in the future, without the consent of the holders, increase the outstanding principal amount of any series of debt securities on the same terms and conditions and with the same CUSIP numbers as debt securities of that series previously issued. Any such additional debt securities will vote together with all other debt securities of the same series for purposes of amendments, waivers and all other matters with respect to such series.

The debt securities will be subject to defeasance and covenant defeasance as provided under "Satisfaction and Discharge; Defeasance" below.

IBM may, without the consent of the holders of any series of debt securities, issue additional debt securities having the same ranking and the same interest rate, maturity and other terms as that series of debt securities, provided, however, that no such additional debt securities may be issued unless such additional debt securities are fungible with the debt securities of such series for U.S. federal income tax purposes. Any additional debt securities having such similar terms, together with the original debt securities of such series, will constitute a single series of debt securities under the Senior Indenture. No additional debt securities may be issued if an event of default has occurred with respect to such series of debt securities.

#### **Interest Provisions**

Unless otherwise specified below with respect to a specific series of debt securities, each series of debt securities bear interest from the date of issuance at the rate of interest stated below in connection with such series.

#### **Supplemental Indentures**

The Senior Indenture contains provisions permitting the Company and the Trustee, with the consent of the holders of not less than a majority in aggregate principal amount of the debt securities at the time outstanding of all series to be affected (acting as one class), to execute supplemental indentures adding any provisions to or changing in any manner or eliminating any of the provisions of the Senior Indenture or of any supplemental indenture or modifying in any manner the rights of the holders of the debt securities of such series to be affected; provided, however, that no such supplemental indenture shall, among other things, (i) change the fixed maturity of the principal of, or any installment of principal of or interest on, or the currency of payment of, any debt security; (ii) reduce the principal amount thereof or the rate of interest thereon or any premium payable upon the redemption thereof; (iii) impair the right to institute suit for the enforcement of any such payment on or after the fixed maturity thereof (or, in the case of redemption, on or after the redemption date); (iv) reduce the percentage in principal amount of the outstanding debt securities of any series, the consent of whose holders is required for any such supplemental indenture, or the consent of whose holders is required for any waiver (of compliance with certain provisions of the Senior Indenture or certain defaults thereunder and their consequences) provided for in the Senior Indenture; (v) change any obligation of the Company, with respect to outstanding debt securities of a series, to maintain an office or agency in the places and for the purposes specified in the Senior Indenture for such series; or (vi) modify any of the foregoing provisions or the provisions for the waiver of certain covenants and defaults, except to increase any applicable percentage of the aggregate principal amount of outstanding debt securities the consent of the holders of which is required or to provide with respect to any particular series the right to condition the effectiveness of any supplemental indenture as to that series on the consent of the holders of a specified percentage of the aggregate principal amount of outstanding debt securities of such series or to provide that certain other provisions of the Senior Indenture cannot be modified or waived without the consent of the holder of each outstanding debt security affected thereby. It is also provided in the Senior Indenture that the holders of a majority in aggregate principal amount of the debt securities of a series at the time outstanding may on behalf of the holders of all the debt securities of such series waive any past default under the Senior Indenture with respect to such series and its consequences, except a default in the payment of the principal of, premium, if any, or interest, if any, on any debt security of such series or in respect of a covenant or provision which cannot be modified without the consent of the holder of each outstanding debt security of the series affected. Any such consent or waiver by the holder of a debt security shall be conclusive and binding upon such holder and upon all future holders and owners of the debt security and any debt security which may be issued in exchange or substitution therefor, irrespective of whether or not any notation thereof is made upon the debt security or such other debt securities.

No reference to the Senior Indenture and no provision of any debt securities or the Senior Indenture shall alter or impair the obligation of the Company, which is absolute and unconditional, to pay the principal of, if any, and interest on the debt securities at the place, at the respective times, at the rate and in the coin or currency prescribed.

The Senior Indenture permits the Company to Discharge its obligations with respect to the debt securities on the 91st day following the satisfaction of the conditions set forth in the Senior Indenture, which include the deposit with the Trustee of

money or Foreign Government Securities or a combination thereof sufficient to pay and discharge each installment of principal of (including premium, if any, on) and interest, if any, on the outstanding debt securities.

If the Company shall consolidate with or merge into any other corporation or convey or transfer its properties and assets substantially as an entirety to any Person, as defined in the Senior Indenture, the successor shall succeed to, and be substituted for, the Person named as the "Company" on the face of each series of debt securities, all on the terms set forth in the Senior Indenture.

## **Covenants**

The Senior Indenture includes the following covenants:

**Limitation on merger, consolidation and certain sales of assets.** IBM may, without the consent of the holders of the debt securities, merge into or consolidate with any other corporation, or convey or transfer all or substantially all of our properties and assets to another person provided that:

- the successor is a U.S. corporation;
- the successor assumes on the same terms and conditions all the obligations under the debt securities and the Senior Indenture; and
- immediately after giving effect to the transaction, there is no default under the Senior Indenture.
- The remaining or acquiring corporation will take over all of our rights and obligations under the Senior Indenture.

**Limitation on secured indebtedness.** Neither IBM nor any Restricted Subsidiary will create, assume, incur or guarantee any Secured Indebtedness without securing the debt securities equally and ratably with, or prior to, that Secured Indebtedness, *unless* the sum of the following amounts would not exceed 10% of Consolidated Net Tangible Assets:

- the total amount of all Secured Indebtedness that the debt securities are not secured equally and ratably with, and
- the discounted present value of all net rentals payable under leases entered into in connection with sale and leaseback transactions entered into after July 15, 1985.

IBM does not include in this calculation any leases entered into by a Restricted Subsidiary before the time it became a Restricted Subsidiary.

**Limitation on sale and leaseback transactions.** Neither IBM nor any Restricted Subsidiary will enter into any lease longer than three years covering any Principal Property that is sold to any other person in connection with that lease unless either:

1. the sum of the following amounts does not exceed 10% of Consolidated Net Tangible Assets:
  - the discounted present value of all net rentals payable under all these leases entered into after July 15, 1985; and
  - the total amount of all Secured Indebtedness that the debt securities are not secured equally and ratably with.

IBM does not include in this calculation any leases entered into by a Restricted Subsidiary before the time it became a Restricted Subsidiary.

or

2. an amount equal to the greater of the following amounts is applied within 180 days to the retirement of our long-term debt or the debt of a Restricted Subsidiary:
  - the net proceeds to us or a Restricted Subsidiary from the sale; and

- the discounted present value of all net rentals payable under the lease.

Amounts applied to debt which is subordinated to the debt securities or which is owing to IBM or a Restricted Subsidiary will not be included in this calculation.

This limitation on sale and leaseback transactions won't apply to any leases that we may enter into relating to newly acquired, improved or constructed property.

The holders of a majority in principal amount of all affected series of outstanding debt securities may waive compliance with each of the above covenants.

## Definitions

"*Secured Indebtedness*" means our indebtedness or indebtedness of a Restricted Subsidiary for borrowed money secured by any lien on, or any conditional sale or other title retention agreement covering, any Principal Property or any stock or indebtedness of a Restricted Subsidiary. Excluded from this definition is all indebtedness:

- outstanding on July 15, 1985, secured by liens, or arising from conditional sale or other title retention agreements, existing on that date;
- incurred after July 15, 1985 to finance the acquisition, improvement or construction of property, and either secured by purchase money mortgages or liens placed on the property within 180 days of acquisition, improvement or construction or arising from conditional sale or other title retention agreements;
- secured by liens on Principal Property or on the stock or indebtedness of Restricted Subsidiaries, and, in either case, existing at the time of its acquisition;
- owing to us or any Restricted Subsidiary;
- secured by liens, or conditional sale or other title retention devices, existing at the time a corporation became or becomes a Restricted Subsidiary after July 15, 1985;
- constituting our guarantees of Secured Indebtedness and Attributable Debt of any Restricted Subsidiaries and guarantees by a Restricted Subsidiary of Secured Indebtedness and Attributable Debt of ours and any other Restricted Subsidiaries;
- arising from any sale and leaseback transaction;
- incurred to finance the acquisition or construction of property secured by liens in favor of any country or any political subdivision; and
- constituting any replacement, extension or renewal of any indebtedness to the extent the amount of indebtedness is not increased.

"*Principal Property*" means land, land improvements, buildings and associated factory, laboratory and office equipment constituting a manufacturing, development, warehouse, service or office facility owned by or leased to us or a Restricted Subsidiary which is located within the United States and which has an acquisition cost plus capitalized improvements in excess of 0.15% of Consolidated Net Tangible Assets as of the date of such determination. Principal Property does not include:

- products marketed by us or our subsidiaries;
- any property financed through the issuance of tax-exempt governmental obligations;

- any property which our Board of Directors determines is not of material importance to us and our Restricted Subsidiaries taken as a whole; or
- any property in which the interest of us and all of our subsidiaries does not exceed 50%.

"*Consolidated Net Tangible Assets*" means the total assets of us and our subsidiaries, less current liabilities and intangible assets. We include in intangible assets the balance sheet value of:

- all trade names, trademarks, licenses, patents, copyrights and goodwill;
- organizational and development costs;
- deferred charges other than prepaid items such as insurance, taxes, interest, commissions, rents and similar items and tangible items we are amortizing; and
- unamortized debt discount and expense minus unamortized premium.

We do not include in intangible assets any program products.

"*Attributable Debt*" means the discounted present value of a lessee's obligation for rental payments under a sale and leaseback transaction of Principal Property, reduced by amounts owed by any sublessee for rental obligations during the remaining term of that transaction. The discount rate we use for the Attributable Debt is called the "*Attributable Interest Rate*." We compute the Attributable Interest Rate as the weighted average of the interest rates of all securities then issued and outstanding under the Senior Indenture.

"*Restricted Subsidiary*" means:

1. any of our subsidiaries:
  - a. which has substantially all its property in the United States;
  - b. which owns or is a lessee of any Principal Property; and,
  - c. in which our investment and the investment of our subsidiaries exceeds 0.15% of Consolidated Net Tangible Assets as of the date of such determination; and
2. any other subsidiary the Board of Directors may designate as a Restricted Subsidiary.

"*Restricted Subsidiary*" does not include financing subsidiaries and subsidiaries formed or acquired after July 15, 1985 for the purpose of acquiring the stock, business or assets of another person and that have not and do not acquire all or any substantial part of our business or assets or the business or assets of any Restricted Subsidiary.

#### **Satisfaction and Discharge; Defeasance**

We may be discharged from our obligations on any series of debt securities that have matured or will mature or be redeemed within one year if we deposit with the trustee enough cash to pay all the principal, interest and any premium due to the stated maturity date or redemption date of the debt securities.

The Senior Indenture contains a provision that permits us to elect:

1. to be discharged after 90 days from all of our obligations (subject to limited exceptions) with respect to any series of debt securities then outstanding; and/or



2. to be released from our obligations under the following covenants and from the consequences of an event of default or cross-default resulting from a breach of these covenants:
  - a. the limitations on mergers, consolidations and sale of assets,
  - b. the limitations on sale and leaseback transactions under the Senior Indenture, and
  - c. the limitations on secured indebtedness under the Senior Indenture.

To make either of the above elections, we must deposit in trust with the trustee enough money to pay in full the principal, interest and premium on the debt securities. This amount may be made in cash and/or U.S. government obligations, if the debt securities are denominated in U.S. dollars. This amount may be made in cash, and/or foreign government securities if the debt securities are denominated in a foreign currency. As a condition to either of the above elections, we must deliver to the trustee an opinion of counsel that the holders of such series of debt securities will not recognize income, gain or loss for U.S. Federal income tax purposes as a result of the action.

If either of the above events occur, the holders of the debt securities of the series will not be entitled to the benefits of the Senior Indenture, except for registration of transfer and exchange of debt securities and replacement of lost, stolen or mutilated debt securities.

#### **Events of Default, Notice and Waiver**

In case an event of default with respect to any series of debt securities shall have occurred and be continuing, the principal amount of such series, together with interest accrued thereon, if any, may be declared, and upon such declaration shall become, due and payable, in the manner, with the effect and subject to the conditions provided in the Senior Indenture.

If an event of default for any series of debt securities occurs and continues, the trustee or the holders of at least 25% in principal amount of the debt securities of the series may declare the entire principal amount of all the debt securities of that series to be due and payable immediately.

The declaration may be annulled and past defaults may be waived by the holders of a majority of the principal amount of the debt securities of that series. However, payment defaults that are not cured may only be waived by all holders of such series of debt securities.

The Senior Indenture defines an event of default with respect to each series of debt securities as one or more of the following events:

- we fail to pay interest for 30 days when due;
- we fail to pay the principal or any premium when due;
- we fail to make any sinking fund payment for 30 days when due;
- we fail to perform any other covenant for 90 days after being given notice; and
- we enter into bankruptcy or become insolvent.

An event of default for one series of debt securities is not necessarily an event of default for any other series of debt securities.

The Senior Indenture requires the trustee to give the holders of a series of debt securities notice of a default for that series within 90 days unless the default is cured or waived. However, the trustee may withhold this notice if it determines in good faith that it is in the interest of those holders. The Trustee may not, however, withhold this notice in the case of a payment default.

Other than the duty to act with the required standard of care during an event of default, a trustee is not obligated to exercise any of its rights or powers under the Senior Indenture at the request or direction of any of the holders of debt securities, unless the holders have offered to the trustee reasonable indemnification.

Generally, the holders of a majority in principal amount of outstanding debt securities of any series may direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or other power conferred on the trustee.

The Senior Indenture includes a covenant for the Company to file annually with the trustee a certificate of no default, or specifying any default that exists.

Street name and other indirect holders should consult their banks and brokers for information on their requirements for giving notice or taking other actions upon a default.

Unless otherwise specified with respect to a specific series of debt securities, no debt securities are subject to any sinking fund.

### **Modification of the Senior Indenture**

Together with the trustee, we may modify the Senior Indenture without the consent of the holders of the debt securities for limited purposes, including adding to our covenants or events of default, establishing forms or terms of debt securities, curing ambiguities and other purposes which do not adversely affect the holders of the debt securities in any material respect.

Together with the trustee, we may also make modifications and amendments to the Senior Indenture with the consent of the holders of a majority in principal amount of the outstanding debt securities of all affected series. However, without the consent of each affected holder, no modification may:

- change the stated maturity of any series of debt securities;
- reduce the principal, premium (if any) or rate of interest on any series of debt securities;
- change any place of payment or the currency in which any series of debt securities is payable;
- impair the right to enforce any payment after the stated maturity or redemption date;
- adversely affect the terms of any conversion right;
- reduce the percentage of holders of outstanding debt securities of any series required to consent to any modification, amendment or waiver under the Senior Indenture;
- change any of our obligations for any outstanding series of debt securities to maintain an office or agency in the places and for the purposes specified in the Senior Indenture for that series; or
- change the provisions in the Senior Indenture that relate to its modification or amendment.

Unless otherwise specified with respect to a specific series of debt securities, no debt securities contain any conversion rights.

### **Meetings**

The Senior Indenture contains provisions for convening meetings of the holders of a series of debt securities.

A meeting may be called at any time by the trustee, upon request by us or upon request by the holders of at least 10% in principal amount of the outstanding debt securities of a series. In each case, notice will be given to the holders of debt securities of such series.

Persons holding a majority in principal amount of the outstanding debt securities of a series will constitute a quorum at a meeting. A meeting called by us or the trustee that did not have a quorum may be adjourned for not less than 10 days, and if there is not a quorum at the adjourned meeting, the meeting may be further adjourned for not less than 10 days.

Generally, any resolution presented at a meeting at which a quorum is present may be adopted by the affirmative vote of the holders of a majority in principal amount of the outstanding debt securities of that series. However, to change the amount or timing of payments under the debt securities, every holder in the series must consent.

#### **Governing Law**

The Senior Indenture, the debt securities and the coupons will be governed by, and construed under, the laws of the State of New York.

#### **Trustee**

The trustee for the debt securities under the Senior Indenture is The Bank of New York Mellon Trust Company, N.A. We may from time to time maintain lines of credit, and have other customary banking relationships, with The Bank of New York Mellon Trust Company, N.A. For example, The Bank of New York Mellon Trust Company, N.A. participates as one of the lenders in our revolving credit agreements.

Set forth below is information specific to each series of debt securities issued by IBM and registered under Section 12 of the Securities Exchange Act of 1934 that are outstanding as of December 31, 2024.

**1. 2.875% Notes due 2025**

Title/Description of Debt Issuance:	2.875% Notes due 2025
Date of Issuance:	November 7, 2013
Maturity Date	November 7, 2025
Principal Amount of Notes originally issued	€1,000,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on November 7
First Interest Payment Date	November 7, 2014
Coupon	2.875% per annum
Optional Redemption	<p>The Notes are redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of the Notes given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on the Notes, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.17%.</p> <p>"Reference Bond" means, in relation to any Optional Redemption Price calculation, the German Government DBR 2.000% due August 15, 2023, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion of the Notes called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of the Notes to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>

<p>Payment of Additional Amounts</p>	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on the Notes such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in the Notes to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p>
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	<p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any Notes where such withholding is imposed on a payment to an individual and is required to be made pursuant to European Union Directive 2003/48/EC on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive;</p> <p>(9) to any Notes presented for payment by, or on behalf of, a holder who would have been able to avoid such withholding or deduction by presenting the relevant Notes to another paying agent in a member state of the European Union;</p> <p>(10) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(11) to any Notes presented for payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for Additional Amounts with respect to Taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; or</p> <p>(12) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8), (9), (10) and (11).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	<p>If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after October 31, 2013, the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.</p>
Minimum Denominations	<p>The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.</p>
CUSIP	459200 HR5
NYSE Trading Symbol	IBM 25A

## 2. 0.950% Notes due 2025

Title/Description of Debt Issuance:	0.950% Notes due 2025
Date of Issuance:	May 23, 2017
Maturity Date	May 23, 2025
Principal Amount of Notes originally issued	€1,000,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on May 23
First Interest Payment Date	May 23, 2018
Coupon	0.950% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.15%.</p> <p>"Reference Bond" means, in relation to any Optional Redemption Price calculation, the German Government DBR 0.500% due February 15, 2025, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p>

	(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;
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	<p>(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p>
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	<p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) to any Notes presented for payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for Additional Amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; or</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term "United States" means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, "United States person" means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	<p>If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after May 16, 2017,</p>

	the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	U45920AM4
NYSE Trading Symbol	IBM 25B

### 3. 0.300% Notes due 2026

Title/Description of Debt Issuance:	0.300% Notes due 2026
Date of Issuance:	November 2, 2016
Maturity Date	November 2, 2026
Principal Amount of Notes originally issued	¥42,000,000,000 (JPY)
Principal Amount of Notes currently outstanding	¥42,000,000,000 (JPY)
Interest Payment Dates	Semi-annually on May 2 and November 2 of each year
First Interest Payment Date	May 2, 2017
Coupon	0.300% per annum
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation</p>

	<p>with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any Notes where such withholding is imposed on a payment to an individual and is required to be made pursuant to European Union Directive 2003/48/EC on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive;</p> <p>(9) to any Notes presented for payment by, or on behalf of, a holder or beneficial holder who would have been able to avoid such withholding or deduction by presenting the relevant Notes to another paying agent in a member state of the European Union;</p> <p>(10) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(11) to any Notes presented for payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for Additional Amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; or</p> <p>(12) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8), (9), (10) and (11).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
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Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after October 27, 2016, the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of ¥100,000,000 and any integral multiple of ¥10,000,000 in excess thereof.
CUSIP	459200 JM4
NYSE Trading Symbol	IBM 26B

#### 4. 1.250% Notes due 2027

Title/Description of Debt Issuance:	1.250% Notes due 2027
Date of Issuance:	January 31, 2019
Maturity Date	January 29, 2027
Principal Amount of Notes originally issued	€1,000,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on January 29
First Interest Payment Date	January 29, 2020
Coupon	1.250% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>“Optional Redemption Price” means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.25%.</p> <p>“Reference Bond” means, in relation to any Optional Redemption Price calculation, the German Government DBR 0.000% due August 15, 2026, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>

<p>Payment of Additional Amounts</p>	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p>
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	<p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after January 24, 2019, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 JU6
NYSE Trading Symbol	IBM 27B

#### 5. 3.375% Notes due 2027

Title/Description of Debt Issuance:	3.375% Notes due 2027
Date of Issuance:	February 6, 2023
Maturity Date	February 6, 2027
Principal Amount of Notes originally issued	€1,000,000,000 (Euro)



Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on February 6
First Interest Payment Date	February 6, 2024
Coupon	3.375% per annum
Optional Redemption	<p>The Notes will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 10 days, but not more than 60 days, prior notice to the holders of the Notes (by mail, electronic delivery or otherwise in accordance with the depositary's procedures). Prior to the Par Call Date, as defined below, the redemption price for the Notes will be equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted, on an annual basis (ACTUAL/ACTUAL (ICMA)) at the Comparable Government Bond Rate, as defined below, plus 20 basis points, plus, in each case, accrued and unpaid interest on the Notes to be redeemed to, but excluding, the Redemption Date.</p> <p>"Comparable Government Bond Rate" means the yield to maturity, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), on the third Business Day prior to the date fixed for redemption, of the Comparable Government Bond, as defined below, on the basis of the middle market price of such Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker, as defined below.</p> <p>"Comparable Government Bond" with respect to any Comparable Government Bond Rate calculation means a German government bond selected by an Independent Investment Banker as having a maturity closest to the remaining term of the Notes to be redeemed (assuming, for this purpose, that the Notes matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities having a maturity closest to such remaining term of the Notes, or if such Independent Investment Banker in its discretion considers that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by the Company, determine to be appropriate for determining the Comparable Government Bond Rate for the Notes.</p> <p>"Independent Investment Banker" means one of the Reference Bond Dealers, to be appointed by the Company.</p> <p>"Par Call Date" means January 6, 2027 (one month prior to the maturity date of the Notes).</p> <p>"Reference Bond Dealer" means each of Barclays Bank PLC, Citigroup Global Markets Limited, Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities plc, Merrill Lynch International, Mizuho International plc, MUFG Securities EMEA plc and The Toronto-Dominion Bank and their respective successors or a Primary Bond Dealer selected by any of them, and their respective successors; provided however, that if any of the foregoing shall cease to be a broker or dealer of, and/or market maker in, German government bonds (a "Primary Bond Dealer"), the Company will substitute therefor another nationally recognized investment banking firm that is a Primary Bond Dealer.</p> <p>"Remaining Scheduled Payments" means, with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related Redemption Date but for such redemption (assuming, for this purpose, that the Notes matured on the Par Call Date); provided however, that, if such Redemption Date is not an interest payment date with respect to such Note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such Redemption Date.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion thereof called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on the Notes to be redeemed on that date. If fewer than all of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>

Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p>
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	<p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after January 30, 2023, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 LA7
NYSE Trading Symbol	IBM27F

#### 6. 1.750% Notes due 2028

Title/Description of Debt Issuance:	1.750% Notes due 2028
Date of Issuance:	March 7, 2016
Maturity Date	March 7, 2028
Principal Amount of Notes originally issued	€500,000,000 (Euro)

Principal Amount of Notes currently outstanding	€500,000,000 (Euro)
Interest Payment Dates	Annually on March 7
First Interest Payment Date	March 7, 2017
Coupon	1.750% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it</p>

	<p>were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.30%.</p> <p>“Reference Bond” means, in relation to any Optional Redemption Price calculation, the German Government DBR 0.500% due February 15, 2026, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with</p>

	<p>respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any Notes where such withholding is imposed on a payment to an individual and is required to be made pursuant to European Union Directive 2003/48/EC on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive;</p> <p>(9) to any Notes presented for payment by, or on behalf of, a holder or beneficial holder who would have been able to avoid such withholding or deduction by presenting the relevant Notes to another paying agent in a member state of the European Union;</p> <p>(10) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(11) to any Notes presented for payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for Additional Amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; or</p> <p>(12) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8), (9), (10) and (11).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 29, 2016, the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 JL6
NYSE Trading Symbol	IBM 28A

**7. 0.300% Notes due 2028**

Title/Description of Debt Issuance:	0.300% Notes due 2028
Date of Issuance:	February 11, 2020
Maturity Date	February 11, 2028
Principal Amount of Notes originally issued	€1,300,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,300,000,000 (Euro)
Interest Payment Dates	Annually on February 11
First Interest Payment Date	February 11, 2021
Coupon	0.300% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.15%.</p> <p>"Reference Bond" means, in relation to any Optional Redemption Price calculation, the German Government DBR 0 ½% due February 15, 2028, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p>



	<p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the</p>

	<p>United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	<p>If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 4, 2020, the Company becomes, or based upon a written opinion of independent counsel</p>

	selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 KE0
NYSE Trading Symbol	IBM 28B

#### 8. 1.500% Notes due 2029

Title/Description of Debt Issuance:	1.500% Notes due 2029
Date of Issuance:	May 23, 2017
Maturity Date	May 23, 2029
Principal Amount of Notes originally issued	€1,000,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on May 23
First Interest Payment Date	May 23, 2018
Coupon	1.500% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>“Optional Redemption Price” means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.20%.</p> <p>“Reference Bond” means, in relation to any Optional Redemption Price calculation, the German Government DBR 0.250% due February 15, 2027, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>

<p>Payment of Additional Amounts</p>	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a "10-percent shareholder" of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the "Code") or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p>
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	<p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) to any Notes presented for payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for Additional Amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; or</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after May 16, 2017, the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	U45920 AL6
NYSE Trading Symbol	IBM 29

#### 9. 0.875% Notes due 2030

Title/Description of Debt Issuance:	0.875% Notes due 2030
Date of Issuance:	February 9, 2022
Maturity Date	February 9, 2030
Principal Amount of Notes originally issued	€1,000,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)

Interest Payment Dates	Annually on February 9
First Interest Payment Date	February 9, 2023
Coupon	0.875% per annum
Optional Redemption	<p>The Notes will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 10 days, but not more than 60 days, prior notice to the holders of the Notes (by mail, electronic delivery or otherwise in accordance with the depositary's procedures). Prior to the Par Call Date, as defined below, the redemption price for the Notes will be equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted, on an annual basis (ACTUAL/ACTUAL (ICMA)) at the Comparable Government Bond Rate, as defined below, plus 20 basis points, plus, in each case, accrued and unpaid interest on the Notes to be redeemed to, but excluding, the Redemption Date.</p> <p>"Business Day" means any day other than a Saturday or Sunday that is (1) not a day on which banking institutions in the City of New York or the City of London are authorized or required by law or executive order to close and (2) on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (the TARGET2 system), or any successor thereto, operates.</p> <p>"Comparable Government Bond Rate" means the yield to maturity, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), on the third Business Day prior to the date fixed for redemption, of the Comparable Government Bond, as defined below, on the basis of the middle market price of such Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker, as defined below.</p> <p>"Comparable Government Bond" with respect to any Comparable Government Bond Rate calculation means a German government bond selected by an Independent Investment Banker as having a maturity closest to the remaining term of the Notes to be</p>

	<p>redeemed (assuming, for this purpose, that the Notes matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities having a maturity closest to such remaining term of the Notes, or if such Independent Investment Banker in its discretion considers that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by the Company, determine to be appropriate for determining the Comparable Government Bond Rate for the Notes.</p> <p>“Independent Investment Banker” means one of the Reference Bond Dealers, to be appointed by the Company.</p> <p>“Par Call Date” means November 9, 2029 (three months prior to the maturity date of the Notes).</p> <p>“Reference Bond Dealer” means each of Barclays Bank PLC, Citigroup Global Markets Limited, HSBC Bank plc, Merrill Lynch International, Mizuho International plc and SMBC Nikko Capital Markets Limited and their respective successors or a Primary Bond Dealer selected by any of them, and their respective successors; provided however, that if any of the foregoing shall cease to be a broker or dealer of, and/or market maker in, German government bonds (a “Primary Bond Dealer”), the Company will substitute therefor another nationally recognized investment banking firm that is a Primary Bond Dealer.</p> <p>“Remaining Scheduled Payments” means, with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related Redemption Date but for such redemption (assuming, for this purpose, that the Notes matured on the Par Call Date); provided however, that, if such Redemption Date is not an interest payment date with respect to such Note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such Redemption Date.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion thereof called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on the Notes to be redeemed on that date. If fewer than all of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p>



(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;

(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or

(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;

(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;

(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;

(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;

(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;

(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;

(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;

(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;

(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and



	<p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of, or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	<p>If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 2, 2022, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.</p>
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 KQ3
NYSE Trading Symbol	IBM 30

#### 10. 1.750% Notes due 2031

Title/Description of Debt Issuance:	1.750% Notes due 2031
Date of Issuance:	January 31, 2019
Maturity Date	January 31, 2031
Principal Amount of Notes originally issued	€1,250,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,250,000,000 (Euro)
Interest Payment Dates	Annually on January 31
First Interest Payment Date	January 31, 2020
Coupon	1.750% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company’s option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>“Optional Redemption Price” means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average</p>

	<p>midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.25%.</p> <p>“Reference Bond” means, in relation to any Optional Redemption Price calculation, the German Government DBR 0.250% due February 15, 2029, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p>

	<p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after January 24, 2019, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 JV4
NYSE Trading Symbol	IBM 31

#### 11. 3.625% Notes due 2031

Title/Description of Debt Issuance:	3.625% Notes due 2031
Date of Issuance:	February 6, 2023
Maturity Date	February 6, 2031
Principal Amount of Notes originally issued	€1,250,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,250,000,000 (Euro)
Interest Payment Dates	Annually on February 6
First Interest Payment Date	February 6, 2024
Coupon	3.625% per annum

Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 10 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted, on an annual basis (ACTUAL/ACTUAL (ICMA)) at the Comparable Government Bond Rate, as defined below, plus 25 basis points, plus, in each case, accrued and unpaid interest on the Notes to be redeemed to, but excluding, the Redemption Date.</p> <p>"Comparable Government Bond Rate" means the yield to maturity, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), on the third Business Day prior to the date fixed for redemption, of the Comparable Government Bond, as defined below, on the basis of the middle market price of such Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker, as defined below.</p> <p>"Comparable Government Bond" with respect to any Comparable Government Bond Rate calculation means a German government bond selected by an Independent Investment Banker as having a maturity closest to the remaining term of the Notes to be redeemed (assuming, for this purpose, that the Notes matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities having a maturity closest to such remaining term of the Notes, or if such Independent Investment Banker in its discretion considers that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by the Company, determine to be appropriate for determining the Comparable Government Bond Rate for the Notes.</p>
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	<p>“Independent Investment Banker” means one of the Reference Bond Dealers, to be appointed by the Company.</p> <p>“Par Call Date” means November 6, 2030 (three months prior to the maturity date of the Notes).</p> <p>“Reference Bond Dealer” means each of Barclays Bank PLC, Citigroup Global Markets Limited, Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities plc, Merrill Lynch International, Mizuho International plc, MUFG Securities EMEA plc and The Toronto-Dominion Bank and their respective successors or a Primary Bond Dealer selected by any of them, and their respective successors; provided however, that if any of the foregoing shall cease to be a broker or dealer of, and/or market maker in, German government bonds (a “Primary Bond Dealer”), the Company will substitute therefor another nationally recognized investment banking firm that is a Primary Bond Dealer.</p> <p>“Remaining Scheduled Payments” means, with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related Redemption Date but for such redemption (assuming, for this purpose, that the Notes matured on the Par Call Date); provided however, that, if such Redemption Date is not an interest payment date with respect to such Note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such Redemption Date.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion thereof called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on the Notes to be redeemed on that date. If fewer than all of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p>

	<p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after January 30, 2023, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 LB5
NYSE Trading Symbol	IBM 31B

## 12. 0.650% Notes due 2032

Title/Description of Debt Issuance:	0.650% Notes due 2032
Date of Issuance:	February 11, 2020
Maturity Date	February 11, 2032
Principal Amount of Notes originally issued	€1,600,000,000 (Euro)
Principal Amount of Notes currently outstanding	€1,600,000,000 (Euro)
Interest Payment Dates	Annually on February 11
First Interest Payment Date	February 11, 2021



Coupon	0.650% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.15%.</p> <p>"Reference Bond" means, in relation to any Optional Redemption Price calculation, the German Government DBR 0 ½% due February 15, 2028, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the

	<p>net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p>
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	<p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	<p>If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 4, 2020, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.</p>
Minimum Denominations	<p>The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.</p>
CUSIP	459200 KF7
NYSE Trading Symbol	IBM 32A

### 13. 1.250% Notes due 2034

Title/Description of Debt Issuance:	1.250% Notes due 2034
Date of Issuance:	February 9, 2022
Maturity Date	February 9, 2034
Principal Amount of Notes originally issued	€1,000,000,000(Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on February 9
First Interest Payment Date	February 9, 2023
Coupon	1.250% per annum
Optional Redemption	<p>The Notes will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 10 days, but not more than 60 days, prior notice to the holders of the Notes (by mail, electronic delivery or otherwise in accordance with the depositary's procedures). Prior to the Par Call Date, as defined below, the redemption price for the Notes will be equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted, on an annual basis (ACTUAL/ACTUAL (ICMA)) at the Comparable Government Bond Rate, as defined below, plus 20 basis points, plus, in each case, accrued and unpaid interest on the Notes to be redeemed to, but excluding, the Redemption Date.</p> <p>On and after the Par Call Date, the redemption price for the Notes will be equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to, but excluding, the Redemption Date.</p> <p>"Business Day" means any day other than a Saturday or Sunday that is (1) not a day on which banking institutions in the City of New York or the City of London are authorized or required by law or executive order to close and (2) on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (the TARGET2 system), or any successor thereto, operates.</p> <p>"Comparable Government Bond Rate" means the yield to maturity, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), on the third Business Day prior to the date fixed for redemption, of the Comparable Government Bond, as defined below, on the basis of the middle market price of such Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker, as defined below.</p> <p>"Comparable Government Bond" with respect to any Comparable Government Bond Rate calculation means a German government bond selected by an Independent Investment Banker as having a maturity closest to the remaining term of the Notes to be redeemed (assuming, for this purpose, that the Notes matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities having a maturity closest to such remaining term of the Notes, or if such Independent Investment Banker in its discretion considers that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by the Company, determine to be appropriate for determining the Comparable Government Bond Rate for the Notes.</p>

	<p>“Independent Investment Banker” means one of the Reference Bond Dealers, to be appointed by the Company.</p> <p>“Par Call Date” means November 9, 2033 (three months prior to the maturity date of the Notes).</p> <p>“Reference Bond Dealer” means each of Barclays Bank PLC, Citigroup Global Markets Limited, HSBC Bank plc, Merrill Lynch International, Mizuho International plc and SMBC Nikko Capital Markets Limited and their respective successors or a Primary Bond Dealer selected by any of them, and their respective successors; provided however, that if any of the foregoing shall cease to be a broker or dealer of, and/or market maker in, German government bonds (a “Primary Bond Dealer”), the Company will substitute therefor another nationally recognized investment banking firm that is a Primary Bond Dealer.</p> <p>“Remaining Scheduled Payments” means, with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related Redemption Date but for such redemption (assuming, for this purpose, that the Notes matured on the Par Call Date); provided however, that, if such Redemption Date is not an interest payment date with respect to such Note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such Redemption Date.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion thereof called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on the Notes to be redeemed on that date. If fewer than all of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p>

	<p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p> <p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p>
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	<p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of, or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 2, 2022, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 KR1
NYSE Trading Symbol	IBM 34

#### 14. 3.750% Notes due 2035

Title/Description of Debt Issuance:	3.750% Notes due 2035
Date of Issuance:	February 6, 2023
Maturity Date	February 6, 2035
Principal Amount of Notes originally issued	€1,000,000,000(Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on February 6
First Interest Payment Date	February 6, 2024
Coupon	3.750% per annum
Optional Redemption	The Notes will be redeemable, as a whole or in part, at the Company’s option, at any time or from time to time, on at least 10 days, but not more than 60 days, prior notice to the holders of the Notes (by mail, electronic delivery or otherwise in accordance with the depository’s procedures). Prior to the Par Call Date, as defined below, the redemption price for the Notes will be equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted, on an annual basis



	<p>(ACTUAL/ACTUAL (ICMA)) at the Comparable Government Bond Rate, as defined below, plus 25 basis points, plus, in each case, accrued and unpaid interest on the Notes to be redeemed to, but excluding, the Redemption Date.</p> <p>“Comparable Government Bond Rate” means the yield to maturity, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), on the third Business Day prior to the date fixed for redemption, of the Comparable Government Bond, as defined below, on the basis of the middle market price of such Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker, as defined below.</p> <p>“Comparable Government Bond” with respect to any Comparable Government Bond Rate calculation means a German government bond selected by an Independent Investment Banker as having a maturity closest to the remaining term of the Notes to be redeemed (assuming, for this purpose, that the Notes matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities having a maturity closest to such remaining term of the Notes, or if such Independent Investment Banker in its discretion considers that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by the Company, determine to be appropriate for determining the Comparable Government Bond Rate for the Notes.</p> <p>“Independent Investment Banker” means one of the Reference Bond Dealers, to be appointed by the Company.</p> <p>“Par Call Date” means November 6, 2034 (three months prior to the maturity date of the Notes).</p> <p>“Reference Bond Dealer” means each of Barclays Bank PLC, Citigroup Global Markets Limited, Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities plc, Merrill Lynch International, Mizuho International plc, MUFG Securities EMEA plc and The Toronto-Dominion Bank and their respective successors or a Primary Bond Dealer selected by any of them, and their respective successors; provided however, that if any of the foregoing shall cease to be a broker or dealer of, and/or market maker in, German government bonds (a “Primary Bond Dealer”), the Company will substitute therefor another nationally recognized investment banking firm that is a Primary Bond Dealer.</p> <p>“Remaining Scheduled Payments” means, with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related Redemption Date but for such redemption (assuming, for this purpose, that the Notes matured on the Par Call Date); provided however, that, if such Redemption Date is not an interest payment date with respect to such Note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such Redemption Date.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion thereof called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on the Notes to be redeemed on that date. If fewer than all of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p>



	<p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after January 30, 2023, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 LC3
NYSE Trading Symbol	IBM 35

#### 15. 4.875% Notes due 2038

Title/Description of Debt Issuance:	4.875% Notes due 2038
Date of Issuance:	February 6, 2023
Maturity Date	February 6, 2038
Principal Amount of Notes originally issued	£750,000,000(GBP)
Principal Amount of Notes currently outstanding	£750,000,000 (GBP)
Interest Payment Dates	Annually on February 6
First Interest Payment Date	February 6, 2024

Coupon	4.875% per annum
Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.20%.</p> <p>"Reference Bond" means, in relation to any Optional Redemption Price calculation, the German Government DBR 4 ¼% due July 4, 2039, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p>

	<p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term "United States" means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term "United States person" means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 4, 2020, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 LE9
NYSE Trading Symbol	IBM 38

#### 16. 1.200% Notes due 2040

Title/Description of Debt Issuance:	1.200% Notes due 2040
Date of Issuance:	February 11, 2020
Maturity Date	February 11, 2040
Principal Amount of Notes originally issued	€850,000,000(Euro)
Principal Amount of Notes currently outstanding	€850,000,000 (Euro)
Interest Payment Dates	Annually on February 11
First Interest Payment Date	February 11, 2021
Coupon	1.200% per annum

Optional Redemption	<p>This Note will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to the holder of this Note given in accordance with the provisions of the Indenture, at a redemption price equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the Optional Redemption Price, plus, in each case, accrued and unpaid interest on this Note to, but excluding, the Redemption Date.</p> <p>"Optional Redemption Price" means the price, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), at which the yield (as calculated by the Trustee) on this Note, if it were to be purchased at such price on the third dealing day prior to the date fixed for redemption, would be equal to the yield on such dealing day of the Reference Bond on the basis of the average of four quotations of the average midmarket annual yield to maturity of the Reference Bond prevailing at 11:00 a.m. (Central European time) on such dealing day as determined by the Trustee plus 0.20%.</p> <p>"Reference Bond" means, in relation to any Optional Redemption Price calculation, the German Government DBR 4 ¼% due July 4, 2039, or if such bond is no longer in issue, such other European government bond as the Trustee may, with the advice of three brokers of, and/or market makers in, European government bonds selected by the Trustee, determine to be appropriate for determining the Optional Redemption Price.</p> <p>On and after the Redemption Date, interest will cease to accrue on this Note or any portion of this Note called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on any portion of this Note to be redeemed on that date. If fewer than all of the Notes of this series are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p>

	<p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after February 4, 2020, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 KG5
NYSE Trading Symbol	IBM 40

#### 17. 4.000% Notes due 2043

Title/Description of Debt Issuance:	4.000% Notes due 2043
Date of Issuance:	February 6, 2023
Maturity Date	February 6, 2043
Principal Amount of Notes originally issued	€1,000,000,000(Euro)
Principal Amount of Notes currently outstanding	€1,000,000,000 (Euro)
Interest Payment Dates	Annually on February 6
First Interest Payment Date	February 6, 2024



Coupon	4.000% per annum
Optional Redemption	<p>The Notes will be redeemable, as a whole or in part, at the Company's option, at any time or from time to time, on at least 10 days, but not more than 60 days, prior notice to the holders of the Notes (by mail, electronic delivery or otherwise in accordance with the depositary's procedures). Prior to the Par Call Date, as defined below, the redemption price for the Notes will be equal to the greater of: (i) 100% of the principal amount of the Notes to be redeemed; and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted, on an annual basis (ACTUAL/ACTUAL (ICMA)) at the Comparable Government Bond Rate, as defined below, plus 25 basis points, plus, in each case, accrued and unpaid interest on the Notes to be redeemed to, but excluding, the Redemption Date.</p> <p>"Comparable Government Bond Rate" means the yield to maturity, expressed as a percentage (rounded to three decimal places, 0.0005 being rounded upwards), on the third Business Day prior to the date fixed for redemption, of the Comparable Government Bond, as defined below, on the basis of the middle market price of such Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker, as defined below.</p> <p>"Comparable Government Bond" with respect to any Comparable Government Bond Rate calculation means a German government bond selected by an Independent Investment Banker as having a maturity closest to the remaining term of the Notes to be redeemed (assuming, for this purpose, that the Notes matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities having a maturity closest to such remaining term of the Notes, or if such Independent Investment Banker in its discretion considers that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by the Company, determine to be appropriate for determining the Comparable Government Bond Rate for the Notes.</p> <p>"Independent Investment Banker" means one of the Reference Bond Dealers, to be appointed by the Company.</p> <p>"Par Call Date" means August 6, 2042 (six months prior to the maturity date of the Notes).</p> <p>"Reference Bond Dealer" means each of Barclays Bank PLC, Citigroup Global Markets Limited, Goldman Sachs &amp; Co. LLC, J.P. Morgan Securities plc, Merrill Lynch International, Mizuho International plc, MUFG Securities EMEA plc and The Toronto-Dominion Bank and their respective successors or a Primary Bond Dealer selected by any of them, and their respective successors; provided however, that if any of the foregoing shall cease to be a broker or dealer of, and/or market maker in, German government bonds (a "Primary Bond Dealer"), the Company will substitute therefor another nationally recognized investment banking firm that is a Primary Bond Dealer.</p> <p>"Remaining Scheduled Payments" means, with respect to each Note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related Redemption Date but for such redemption (assuming, for this purpose, that the Notes matured on the Par Call Date); provided however, that, if such Redemption Date is not an interest payment date with respect to such Note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such Redemption Date.</p> <p>On and after the Redemption Date, interest will cease to accrue on the Notes or any portion thereof called for redemption (unless we default in the payment of the redemption price and accrued and unpaid interest). On or before the Redemption Date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued and unpaid interest on the Notes to be redeemed on that date. If fewer than all of the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee by a method the Trustee deems to be fair and appropriate.</p>

<p>Payment of Additional Amounts</p>	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Note such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Notes to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Note to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p> <p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a “10-percent shareholder” of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Notes, or a portion of the Notes, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Notes, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Notes, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any taxes that are imposed or withheld pursuant to Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections), any Treasury regulations promulgated thereunder, any official interpretations thereof or any agreements entered into in connection with the implementation thereof;</p> <p>(9) with respect to any payment to the extent such payment could have been made without such deduction or withholding if the holder or beneficial owner of the Notes had presented the Notes for payment (where presentation is permitted or required for payment) within 30 days after the date on which such payment became due and payable or date on which payment thereof is duly provided for, whichever is later, except for additional amounts with respect to taxes that would have been imposed had the Holder or beneficial owner presented the Notes for payment within such 30-day period; and</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Note is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Note. Except as specifically provided in this Note, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Note, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, and the term “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after January 30, 2023, the Company becomes, or based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Note, then the Company may at its option redeem, in whole, but not in part, this Note on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Note to the date fixed for redemption.
Minimum Denominations	The Notes are issuable in registered form without coupons in denominations of €100,000 and any integral multiple of €1,000 in excess thereof.
CUSIP	459200 LD1
NYSE Trading Symbol	IBM 43

#### 18. 7.00% Debentures due 2025

Title/Description of Debt Issuance:	7.00% Debentures due 2025
Date of Issuance:	October 30, 1995
Maturity Date	October 30, 2025
Principal Amount of Debentures originally issued	\$600,000,000
Principal Amount of Debentures currently outstanding	\$600,000,000

Interest Payment Dates	April 30 and October 30
First Interest Payment Date	April 30, 1996
Coupon	7.00% per annum
Optional Redemption	<p>The Debentures may be redeemed as a whole or in part, at the option of the Company at any time, upon mailing a notice of such redemption not less than 30 nor more than 60 days prior to the date fixed for redemption to the holders of the Debentures due 2025 at their last registered addresses, all as provided in the Indenture, at a redemption price equal to the greater of (i) 100% of the principal amount of such Debentures due 2025 and (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 12.5 basis points, plus in each case accrued interest thereon on the date of redemption.</p> <p>"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.</p> <p>"Comparable Treasury Issue" means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Debentures due 2025 to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Debentures.</p> <p>"Independent Investment Banker" means one of the Reference Treasury Dealers appointed by the Trustee after consultation with the Company.</p> <p>"Comparable Treasury Price" means with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated "Composite 3:30 p.m. Quotations for U.S. Government Securities" or (ii) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.</p> <p>"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m. on the third business day preceding such redemption date.</p> <p>"Reference Treasury Dealer" means each of Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, CS First Boston Corporation, Goldman, Sachs &amp; Co., J.P. Morgan Securities Inc., Morgan Stanley &amp; Co. Incorporated, Salomon Brothers Inc and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), the Company shall substitute therefor another Primary Treasury Dealer.</p>
Minimum Denominations	The Debentures due 2025 are issuable in registered form without coupons in denominations of \$1,000 and any integral multiple of \$1,000.
CUSIP	459200 AM3
NYSE Trading Symbol	IBM 25

**19. 6.22% Debentures due 2027**

Title/Description of Debt Issuance:	6.22% Debentures due 2027
Date of Issuance:	August 4, 1997
Maturity Date	August 1, 2027
Principal Amount of Debentures originally issued	\$500,000,000
Principal Amount of Debentures currently outstanding	\$468,574,000
Interest Payment Dates	February 1 and August 1
First Interest Payment Date	February 1, 1998
Coupon	6.22% per annum
Optional Redemption	<p>The Debentures may be redeemed as a whole or in part, at the option of the Company at any time on or after August 2, 2004, upon mailing a notice of such redemption not less than 30 nor more than 60 days prior to the date fixed for redemption to the holders of the Debentures at their last registered addresses, all as provided in the Indenture, at a redemption price equal to the greater of (i) 100% of the principal amount of the Debentures to be redeemed and (ii) the sum of the present values of the Remaining Scheduled Payments thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 10 basis points, plus in either case accrued interest on the principal amount being redeemed to the date of redemption.</p> <p>"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.</p> <p>"Comparable Treasury Issue" means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Debentures to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Debentures.</p> <p>"Independent Investment Banker" means one of the Reference Treasury Dealers appointed by the Trustee after consultation with the Company.</p>

	<p>"Comparable Treasury Price" means with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated "Composite 3:30 p.m. Quotations for U.S. Government Securities" or (ii) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Trustee obtains fewer than four such Reference Treasury Deal Quotations, the average of all such Quotations.</p> <p>"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expected in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m. on the third business day preceding such redemption date.</p> <p>"Reference Treasury Dealer" means each of Morgan Stanley &amp; Co. Incorporated, Bear, Stearns &amp; Co. Inc., Goldman, Sachs &amp; Co., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Salomon Brothers Inc, and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), the Company shall substitute therefor another Primary Treasury Dealer.</p> <p>"Remaining Scheduled Payments" means, with respect to any Debenture, the remaining scheduled payments of the principal thereof to be redeemed and interest thereon that would be due after the related redemption date but for such redemption; provided, however, that, if such redemption date is not an interest payment date with respect to such Debenture, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to such redemption date.</p>
Investor Redemption Option (expired in 2004)	<p>The Debentures will be redeemable on August 1, 2004, at the option of the holders thereof, at 100% of their principal amount, together with interest payable to the date of redemption. Less than the entire principal amount of any Debenture may be redeemed, provided the principal amount which is to be redeemed is equal to \$1,000 or an integral multiple of \$1,000. The Company must receive at the principal office of the Paying Agent, during the period from and including June 1, 2004 to and including July 1, 2004: (i) the Debenture with the form entitled "Option to Elect Repayment" on the reverse of the Debenture duly completed; or (ii)(x) a telegram, facsimile</p>



	transmission or letter form a member of a national securities exchange or the National Association of Securities Dealers, Inc., or a commercial bank or a trust company in the United States of America, setting forth the name of the registered holder of the Debenture, the principal amount of the Debenture, the amount of the Debenture to be repaid, a statement that the option to elect repayment is being exercised thereby and a guarantee that the Debenture to be repaid with the form entitled "Option to Elect Repayment" on the reverse of the Debenture duly completed, will be received by the Company not later than five business days after the date of such telegram, facsimile transmission or letter; and (y) such Debenture and form duly completed are received by the Company by such fifth business day. Any such notice received by the Company during the period from and including June 1, 2004 to and including July 1, 2004 shall be irrevocable. All questions as to the validity, eligibility (including time of receipt) and the acceptance of any Debenture for repayment will be determined by the Company, whose determination will be final and binding. For all purposes of this paragraph, if August 1, 2004 is not a business day, it shall be deemed to refer to the next succeeding business day.
Minimum Denominations	The Debentures are issuable in registered form without coupons in denominations of \$1,000 and any integral multiple of \$1,000.
CUSIP	459200 AR2
NYSE Trading Symbol	IBM 27

#### 20. 6.50% Debentures due 2028

Title/Description of Debt Issuance:	6.50% Debentures due 2028
Date of Issuance:	January 9, 1998
Maturity Date	January 15, 2028
Principal Amount of Debentures originally issued	\$700,000,000
Principal Amount of Debentures currently outstanding	\$313,190,000
Interest Payment Dates	January 15 and July 15 of each year
First Interest Payment Date	July 15, 1998
Coupon	6.50% per annum
Optional Redemption	<p>The Debentures may be redeemed as a whole or in part, at the option of the Company at any time, upon mailing a notice of such redemption not less than 30 nor more than 60 days prior to the date fixed for redemption to the holders of the Debentures at their last registered addresses, all as provided in the Indenture, at a redemption price equal to the greater of (i) 100% of the principal amount of the Debentures to be redeemed and (ii) the sum of the present values of the Remaining Scheduled Payments thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 12.5 basis points, plus in either case accrued interest on the principal amount being redeemed to the date of redemption.</p> <p>"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.</p> <p>"Comparable Treasury Issue" means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Debentures to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Debentures.</p> <p>"Independent Investment Banker" means one of the Reference Treasury Dealers appointed by the Trustee after consultation with the Company.</p>

	<p>"Comparable Treasury Price" means with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated "Composite 3:30 p.m. Quotations for U.S. Government Securities" or (ii) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.</p> <p>"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m. on the third business day preceding such redemption date.</p>
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	<p>"Reference Treasury Dealer" means each of, Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Bear, Stearns &amp; Co. Inc., Chase Securities Inc., Credit Suisse First Boston Corporation, Goldman, Sachs &amp; Co., Lehman Brothers Inc. and Morgan Stanley &amp; Co. Incorporated, and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), the Company shall substitute therefor another Primary Treasury Dealer.</p> <p>"Remaining Scheduled Payments" means, with respect to any Debenture, the remaining scheduled payments of the principal thereof to be redeemed and interest thereon that would be due after the related redemption date but for such redemption; provided, however, that, if such redemption date is not an interest payment date with respect to such Debenture, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to such redemption date.</p>
Minimum Denominations	The Debentures are issuable in registered form without coupons in denominations of \$1,000 and any integral multiple of \$1,000.
CUSIP	459200 AS0
NYSE Trading Symbol	IBM 28

**21. 5.875% Debentures due 2032**

Title/Description of Debt Issuance:	5.875% Debentures due 2032
Date of Issuance:	November 27, 2002
Maturity Date	November 29, 2032
Principal Amount of Debentures originally issued	\$600,000,000
Principal Amount of Debentures currently outstanding	\$600,000,000
Interest Payment Dates	May 29 and November 29
First Interest Payment Date	May 29, 2003
Coupon	5.875% per annum
Optional Redemption	<p>The Debentures may be redeemed as a whole or in part, at the option of the Company at any time, upon mailing a notice of such redemption not less than 30 nor more than 60 days prior to the date fixed for redemption to the holders of the Debentures at their last registered addresses, all as provided in the Indenture, at a redemption price equal to the greater of (i) 100% of the principal amount of the Debentures to be redeemed and (ii) the sum of the present values of the Remaining Scheduled Payments thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 15 basis points, plus in either case accrued interest on the principal amount being redeemed to the date of redemption.</p> <p>"Treasury Rate" means, with respect to any redemption date, (i) the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated "H.15(519)" or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption "Treasury Constant Maturities," for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the maturity date for the Debentures, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be</p>

	<p>determined and the Treasury Rate shall be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month) or (ii) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date. The Treasury Rate shall be calculated on the third Business Day (as defined in the Indenture) preceding the redemption date.</p> <p>“Comparable Treasury Issue” means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Debentures to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Debentures.</p> <p>“Independent Investment Banker” means one of the Reference Treasury Dealers appointed by the Company.</p> <p>“Comparable Treasury Price” means with respect to any redemption date, (i) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (ii) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.</p> <p>“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 3:30 p.m. New York City time on the third Business Day (as defined in the Indenture) preceding such redemption date.</p> <p>“Reference Treasury Dealer” means each of J.P. Morgan Securities Inc., Morgan Stanley &amp; Co. Incorporated, Salomon Smith Barney Inc. and one other treasury dealer selected by the Company and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer (a “Primary Treasury Dealer”), the Company shall substitute therefor another Primary Treasury Dealer.</p> <p>“Remaining Scheduled Payments” means, with respect to any Debenture, the remaining scheduled payments of the principal thereof to be redeemed and interest thereon that would be due after the related redemption date but for such redemption; provided, however, that, if such redemption date is not an interest payment date with respect to such Debenture, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to such redemption date.</p>
Payment of Additional Amounts	<p>The Company will, subject to the exceptions and limitations set forth below, pay as additional interest on this Debenture such additional amounts as are necessary in order that the net payment by the Company or a paying agent of the principal of and interest on the Debentures to a holder who is not a United States person (as defined below), after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in this Debenture to be then due and payable; provided, however, that the foregoing obligation to pay additional amounts shall not apply:</p> <p>(1) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:</p>

	<p>(a) being or having been present or engaged in a trade or business in the United States or having had a permanent establishment in the United States;</p> <p>(b) having a current or former relationship with the United States, including a relationship as a citizen or resident of the United States;</p> <p>(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;</p> <p>(d) being or having been a "10-percent shareholder" of the Company as defined in section 871(h)(3) of the United States Internal Revenue Code or any successor provision; or</p> <p>(e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;</p> <p>(2) to any holder that is not the sole beneficial owner of the Debentures, or a portion of the Debentures, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;</p> <p>(3) to any tax, assessment or other governmental charge that is imposed otherwise or withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of the Debentures, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;</p> <p>(4) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding by the Company or a paying agent from the payment;</p> <p>(5) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;</p> <p>(6) to any estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or similar tax, assessment or other governmental charge;</p> <p>(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Debentures, if such payment can be made without such withholding by any other paying agent;</p>
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	<p>(8) to any Debentures where such withholding is imposed on a payment to an individual and is required to be made pursuant to any European Union Directive on the taxation of savings implementing the conclusions of the ECOFIN Council meeting of 26th to 27th November, 2000 or any law implementing or complying with, or introduced in order to conform to, such Directive;</p> <p>(9) to any Debentures presented for payment by, or on behalf of, a holder who would have been able to avoid such withholding or deduction by presenting the relevant Debentures to another paying agent in a member state of the European Union; or</p> <p>(10) in the case of any combination of items (1), (2), (3), (4), (5), (6), (7), (8) and (9).</p> <p>This Debenture is subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to this Debenture. Except as specifically provided in this Debenture, the Company shall not be required to make any payment with respect to any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.</p> <p>As used in this Debenture, the term “United States” means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.</p>
Redemption for Tax Reasons	<p>If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision or taxing authority of or in the United States), or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after November 20, 2002, the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts as described above with respect to this Debenture, then the Company may at its option redeem, in whole, but not in part, this Debenture on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of its principal amount, together with interest accrued but unpaid on this Debenture to the date fixed for redemption.</p>

Minimum Denominations	The Debentures are issuable in registered form without coupons in denominations of \$1,000 and any integral multiple of \$1,000
CUSIP	459200 BB6
NYSE Trading Symbol	IBM 32D

**22. 7.00% Debentures due 2045**

Title/Description of Debt Issuance:	7.00% Debentures due 2045
Date of Issuance:	October 30, 1995
Maturity Date	October 30, 2045
Principal Amount of Debentures originally issued	\$150,000,000
Principal Amount of Debentures currently outstanding	\$26,955,000
Interest Payment Dates	April 30 and October 30
First Interest Payment Date	April 30, 1996
Coupon	7.00% per annum
Optional Redemption	The Debentures may be redeemed as a whole or in part, at the option of the Company at any time, upon mailing a notice of such redemption not less than 30 nor more than 60 days prior to the date fixed for redemption to the

	<p>holders of the Debentures due 2045 at their last registered addresses, all as provided in the Indenture, at a redemption price equal to the greater of (i) 100% of the principal amount of such Debentures due 2045 and (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 12.5 basis points, plus in each case accrued interest thereon on the date of redemption. "Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date. "Comparable Treasury Issue" means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Debentures due 2045 to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Debentures. "Independent Investment Banker" means one of the Reference Treasury Dealers appointed by the Trustee after consultation with the Company. "Comparable Treasury Price" means with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated "Composite 3:30 p.m. Quotations for U.S. Government Securities" or (ii) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.</p> <p>"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expected in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m. on the third business day preceding such redemption date.</p> <p>"Reference Treasury Dealer" means each of Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, CS First Boston Corporation, Goldman, Sachs &amp; Co., J.P. Morgan Securities Inc., Morgan Stanley &amp; Co. Incorporated, Salomon Brothers Inc and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), the Company shall substitute therefor another Primary Treasury Dealer.</p>
Minimum Denominations	The Debentures are issuable in registered form without coupons in denominations of \$1,000 and any integral multiple of \$1,000.
CUSIP	459200 AN1
NYSE Trading Symbol	IBM 45

**23. 7.125% Debentures due 2096**

Title/Description of Debt Issuance:	7.125% Debentures due 2096
Date of Issuance:	December 6, 1996
Maturity Date	December 1, 2096
Principal Amount of Debentures originally issued	\$850,000,000
Principal Amount of Debentures currently outstanding	\$316,390,000
Interest Payment Dates	June 1 and December 1
First Interest Payment Date	June 1, 1997

Coupon	7.125% per annum
Optional Redemption	<p>The Debentures may be redeemed as a whole or in part, at the option of the Company at any time, at a redemption price equal to the greater of (i) 100% of the principal amount of the Debentures to be redeemed and (ii) the sum of the present values of the Remaining Scheduled Payments (as hereinafter defined) thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 15 basis points, plus in either case accrued interest on the principal amount being redeemed to the date of redemption.</p> <p>"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.</p> <p>"Comparable Treasury Issue" means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Debentures to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Debentures.</p> <p>"Independent Investment Banker" means one of the Reference Treasury Dealers appointed by the Trustee after consultation with the Company. "Comparable Treasury Price" means, with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated "Composite 3:30 p.m. Quotations for U.S. Government Securities" or (ii) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.</p> <p>"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m. on the third business day preceding such redemption date.</p> <p>"Reference Treasury Dealer" means each of Salomon Brothers Inc, Chase Securities Inc., CS First Boston Corporation, Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Morgan Stanley &amp; Co. Incorporated and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), the Company shall substitute therefor another Primary Treasury Dealer.</p> <p>"Remaining Scheduled Payments" means, with respect to any Debenture, the remaining scheduled payments of the principal thereof to be redeemed and interest thereon that would be due after the related redemption date but for such redemption; PROVIDED, HOWEVER, that, if such redemption date is not an interest payment date with respect to such Debenture, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to such redemption date. Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of Debentures to be redeemed. Unless the Company defaults in payment of the redemption price, on and after the redemption date interest will cease to accrue on the Debentures or portions thereof called for redemption.</p>
Conditional Right to Shorten Maturity	<p>The Company intends to deduct interest paid on the Debentures for Federal income tax purposes. However, the Clinton Administration's budget proposal for Fiscal Year 1997, released on March 19, 1996, contained a series of proposed tax law changes that, among other things, would prohibit an issuer from deducting interest payments on debt instruments with a maturity of more than 40 years. On March 29, 1996, the Chairmen of the Senate Finance Committee and the House Ways and Means Committee</p>



	<p>issued a statement to the effect that this proposal, if enacted, would not be effective prior to the date of "appropriate congressional action." There can be no assurance, however, that this proposal or similar legislation affecting the Company's ability to deduct interest paid on the Debentures will not be enacted in the future or that any such legislation would not have a retroactive effective date. Upon occurrence of a Tax Event, as defined below, the Company will have the right to shorten the maturity of the Debentures to the extent required, in the opinion of a nationally recognized independent tax counsel, such that, after the shortening of the maturity, interest paid on the Debentures will be deductible for Federal income tax purposes. There can be no assurance that the Company would not exercise its right to shorten the maturity of the Debentures upon the occurrence of such a Tax Event. In the event that the Company elects to exercise its right to shorten the maturity of the Debentures on the occurrence of a Tax Event, the Company will mail a notice of shortened maturity to each holder of record of the Debentures by first-class mail not more than 60 days after the occurrence of such Tax Event, stating the new maturity date of the Debentures. Such notice shall be effective immediately upon mailing. The Company believes that the Debentures should constitute indebtedness for Federal income tax purposes under current law and an exercise of its right to shorten the maturity of the Debentures would not be a taxable event to holders. Prospective investors should be aware, however, that the Company's exercise of its right to shorten the maturity of the Debentures will be a taxable event to holders if the Debentures are treated as equity for purposes of Federal income taxation before the maturity is shortened, assuming that the Debentures of shortened maturity are treated as debt for such purposes. "Tax Event" means that the Company shall have received an opinion of a nationally recognized independent tax counsel to the effect that on or after the date of the issuance of the Debentures, as a result of (a) any amendment to, clarification of, or change (including any announced prospective change) in laws, or any regulations thereunder, of the United States, (b) any judicial decision, official administrative pronouncement, ruling, regulatory procedure, notice or announcement, including any notice or announcement of intent to adopt such procedures or regulations (an "Administrative Action"), or (c) any amendment to, clarification of, or change in the official position or the interpretation of such Administrative Action or judicial decision that differs from the theretofore generally accepted position, in each case, on or after, the date of the issuance of the Debentures, such change in tax law creates a more than insubstantial risk that interest paid by the Company on the Debentures is not, or will not be, deductible, in whole or in part, by the Company for purposes of United States Federal income tax.</p>
Minimum Denominations	The Debentures are issuable in registered form without coupons in denominations of \$1,000 and any integral multiple of \$1,000.
CUSIP	459200 AP6
NYSE Trading Symbol	IBM 96





**NONCOMPETITION AGREEMENT**

In recognition of your critical role as a senior executive with IBM Japan, Ltd. ("IBM") and in recognition of your access to IBM Confidential Information and/or IBM customer goodwill by virtue of your position, and/or your membership on the Acceleration Team, and/or your appointment as a Fellow, and/or as consideration for your promotion or hiring as a senior executive, along with your eligibility for awards to be granted to you under an International Business Machines Corporation Long-Term Performance Plan, and/or for other good and valuable consideration, you ("Employee" or "you") agree to the terms and conditions herein of this Noncompetition Agreement (the "Agreement"). Capitalized terms not otherwise defined shall have the meaning ascribed to them in Paragraph 2.

**1. Covenants.**

You acknowledge and agree that:

a) the compensation that you will receive in connection with this Agreement, including any equity awards, cash and other compensation, your position as a senior executive, and/or your appointment to or continued membership on the Acceleration Team or any successor team or group ("AT"), if applicable, and/or your appointment as a Fellow, if applicable, is consideration both for your work at IBM and for your compliance with the post-employment restrictive covenants included in this Agreement.

b) (i) the business in which International Business Machines Corporation, IBM and their affiliates (collectively, the "Company") are engaged is intensely competitive and your employment by IBM and/or your membership on the AT, if applicable, and/or your role as a Fellow, if applicable, requires that you have access to, and knowledge of, IBM Confidential Information, including IBM Confidential Information that pertains not only to your business or unit, but also to the Company's global operations; (ii) you are given access to, and develop relationships with, customers of the Company at the time and expense of the Company; and

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(iii) by your training, experience and expertise, your services to the Company are, and will continue to be, extraordinary, special and unique.

c) (i) the disclosure of IBM Confidential Information would place the Company at a serious competitive disadvantage and would do serious damage, financial and otherwise, to the business of the Company; and (ii) you will keep in strict confidence, and will not, directly or indirectly, at any time during or after your employment with IBM, disclose, furnish, disseminate, make available or use, except in the course of performing your duties of employment with IBM, any IBM Confidential Information or any other trade secrets or confidential business and technical information of the Company's customers or vendors, without limitation as to when or how you may have acquired such information.

d) IBM Confidential Information, whether reduced to writing, maintained on any form of electronic media, or maintained in your mind or memory and whether compiled by the Company and/or you, is owned by the Company, and (i) IBM Confidential Information includes information that derives independent economic value from not being generally known to or readily ascertainable through proper means by others who can obtain economic value from its disclosure or use, and is the subject of efforts that are reasonable under the circumstances to maintain its secrecy of such information; (ii) IBM Confidential Information includes information that constitutes a trade secret of the Company; and (iii) the retention and/or use of such IBM Confidential Information by you during or after your employment with IBM (except in the course of performing your duties and obligations to the Company) shall constitute a misappropriation of the Company's trade secrets.

e) during your employment with IBM and for twelve (12) months following the termination of your employment either by you or by IBM: (i) you will not directly or indirectly, within the Restricted Area, Engage in or Associate with (a) any Business Enterprise or (b) any competitor of the Company, if performing the duties and responsibilities of such engagement or association could result in you (1) intentionally or unintentionally using, disclosing, or relying upon IBM Confidential Information to which you had access by virtue of your job duties or other responsibilities with IBM; however, in the event that your employment with IBM is terminated by IBM as a direct result of a resource action or similar restructuring action and not for Cause, the post-employment restriction in this clause will not apply; and

(ii) you will not directly or indirectly solicit, for competitive business purposes, any actual or prospective customer of the Company with which you were directly or indirectly involved as part of your job responsibilities during the last twelve (12) months of your employment with IBM.

f) during your employment with IBM and for two (2) years following the termination of your employment either by you or by IBM for any reason, you will not directly or indirectly, within the Restricted Area, hire, solicit or make an offer to, or attempt to or participate or assist in any effort to hire, solicit, or make an offer to, any Employee of the Company to be employed or to perform services outside of the Company.

## **2. Definitions.**

The following terms have the meanings provided below.

a) "Business Enterprise" means any entity that engages in, or owns or controls an interest in any entity that engages in, competition with any business unit or division of the Company in which you worked at any time during the three (3) year period prior to the termination of your employment.

b) "Cause" means, as reasonably determined by IBM, the occurrence of any of the following: (i) embezzlement, misappropriation of corporate funds or other material acts of dishonesty; (ii) commission or conviction of any crime (other than a minor traffic violation or other minor infraction); (iii) engagement in any activity that you know or should know could harm the business or reputation of the Company; (iv) failure to adhere to the Company's corporate codes, policies or procedures; (v) violation of the work rules pertaining to grounds for dismissal, provided, however, that the mere failure to achieve performance objectives shall not constitute Cause; (vi) failure by you to perform your duties or follow management direction, which failure is not cured to the Company's satisfaction within a reasonable period of time after a written demand for substantial performance is delivered to you (no notice or cure period is required if the failure to perform cannot be cured); (vii) violation of any statutory, contractual duty or obligation to the Company, including, without limitation, the duty of loyalty; (viii) rendering of services for any organization or engaging directly or indirectly in any business which is or becomes competitive with the Company, or which organization or business, or the rendering of services to such organization or business, is or becomes otherwise prejudicial to or

in conflict with the interests of the Company; or (ix) acceptance of an offer to Engage in or Associate with any business which is or becomes competitive with the Company.

c) "Employee of the Company" means any employee of the Company who worked within the Restricted Area at any time in the twelve (12) month period immediately preceding any actual or attempted hiring, solicitation or making of an offer.

d) "Engage in or Associate with" includes, without limitation, engagement or association as a sole proprietor, owner, employer, director, partner, principal, joint venturer, associate, employee, member, consultant, or contractor. The phrase also includes engagement or association as a shareholder or investor during the course of your employment with IBM, and includes beneficial ownership of five percent (5%) or more of any class of outstanding stock of a Business Enterprise or competitor of the Company following the termination of your employment with IBM.

e) "IBM Confidential Information" is any information of a confidential or secret nature that is disclosed to you, or created or learned by you that relates to the business of the Company, including trade secrets. Examples of IBM Confidential Information include, but are not limited to: the Company's formulae, patterns, compilations, programs, devices, methods, techniques, software, tools, systems, and processes, the Company's selling, manufacturing, servicing methods and business techniques, implementation strategies, and information about any of the foregoing, the Company's training, service, and business manuals, promotional materials, training courses and other training and instructional materials, vendor and product information, customer and prospective customer lists, other customer and prospective customer information, client data, global strategic plans, marketing plans, information about the Company's management techniques and management strategies, information regarding long-term business opportunities, information regarding the development status of specific Company products, assessments of the global competitive landscape of the industries in which the Company competes, plans for acquisition or disposition of products or companies or business units, expansion plans, financial status and plans, compensation information, and personnel information.

f) "Restricted Area" means any geographic area in the world in which you worked or for which you had job responsibilities, including supervisory responsibilities, during

the last twelve (12) months of your employment with IBM. You acknowledge that IBM is a global company and that the responsibilities of certain IBM employees, including, without limitation, AT members, are global in scope.

**3. Acknowledgements.**

You acknowledge that a mere agreement not to disclose, use, or rely on IBM Confidential Information after your employment by IBM ends would be inadequate, standing alone, to protect IBM's legitimate business interests. You acknowledge that disclosure of, use of, or reliance on IBM Confidential Information, whether or not intentional, is often difficult or impossible for the Company to detect until it is too late to obtain any effective remedy. You acknowledge that the Company will suffer irreparable harm if you fail to comply with Paragraph 1 or otherwise improperly disclose, use, or rely on IBM Confidential Information. You acknowledge that the restrictions set forth in Paragraph 1 are reasonable as to geography, scope and duration.

**4. Injunctive Relief.**

You agree that the Company would suffer irreparable harm if you were to breach, or threaten to breach, any provision of this Agreement and that the Company would by reason of such breach, or threatened breach, be entitled to injunctive relief in a court of appropriate jurisdiction, without the need to post any bond, and you further consent and stipulate to the entry of such injunctive relief in such a court prohibiting you from breaching, or further breaching, this Agreement. This Paragraph shall not, however, diminish the right of the Company to claim and recover damages in addition to injunctive relief.

**5. Severability.**

In the event that any one or more of the provisions of this Agreement shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired thereby. Moreover, if any one or more of the provisions contained in this Agreement shall be held to be excessively broad as to duration, activity or subject, such provisions shall be construed by limiting and reducing them so as to be enforceable to the maximum extent allowed by applicable law. Furthermore, a determination in any

jurisdiction that this Agreement, in whole or in part, is invalid or unenforceable shall not in any way affect or impair the validity or enforceability of this Agreement in any other jurisdiction.

**6. Headings.**

The headings in this Agreement are inserted for convenience and reference only and shall in no way affect, define, limit or describe the scope, intent or construction of any provision hereof.

**7. Waiver.**

The failure of IBM to enforce any terms, provisions or covenants of this Agreement shall not be construed as a waiver of the same or of the right of IBM to enforce the same. Waiver by IBM of any breach or default by you (or by any other employee or former employee of IBM) of any term or provision of this Agreement (or any similar agreement between IBM and you or any other employee or former employee of IBM) shall not operate as a waiver of any other breach or default.

**8. Successors and Assigns.**

This Agreement shall inure to the benefit of and be binding upon IBM, any successor organization which shall succeed to IBM by acquisition, merger, consolidation or operation of law, or by acquisition of assets of IBM and any assigns. You may not assign your obligations under this Agreement.

**9. Disclosure of Existence of Covenants.**

You agree that while employed by IBM and for two (2) years thereafter, you will communicate the contents of this Agreement to any person, firm, association, partnership, corporation or other entity which you intend to be employed by, associated with or represent, prior to or at the time of accepting such employment, association or representation.

**10. Notice to IBM of Prospective Position.**

You agree that if, at any time during your employment or within twelve (12) months following the termination of your employment with IBM, you are offered and intend to accept a position with any person, firm, association, partnership, corporation or other entity other than the Company, you will provide the Senior Vice President of Human Resources for

International Business Machines Corporation with two (2) week written notice prior to accepting any such position. This two (2) week written notice is separate from any other notice obligations you may have under agreements with IBM. If for any reason you cannot, despite using your best efforts, provide the two (2) week written notice prior to accepting any such position, you agree that you will provide two (2) week written notice prior to commencing that new position. You acknowledge and agree that a two (2) week written notice period is appropriate and necessary to permit IBM to determine whether, in its view, your proposed new position could lead to a violation of this Agreement, and you agree that you will provide IBM with such information as IBM may request to allow IBM to complete its assessment (except that you need not provide any information that would constitute confidential or trade secret information of any entity other than the Company). During the notice period required by this Paragraph, IBM may choose, in its sole discretion, to limit your duties in your position with IBM and to restrict your access to IBM's premises, systems, products, information, and employees. IBM is committed to protect its trade secrets and other confidential and proprietary information, and will take all necessary and appropriate steps to do so. Upon giving notice, you agree to cooperate with IBM in good faith to ensure that its trade secrets and other confidential and proprietary information are not disclosed, either intentionally or inadvertently.

**11. No Oral Modification.**

This Agreement may not be changed orally, but may be changed only in a writing signed by the Employee and a duly authorized representative of IBM.

**12. Entire Agreement.**

Although this Agreement sets forth the entire understanding between the Employee and IBM concerning the restrictive covenants herein, this Agreement does not impair, diminish, restrict or waive any other restrictive covenant, nondisclosure obligation or confidentiality obligation of the Employee to the Company under any other agreement, policy, plan or program of the Company. Nothing herein affects your rights, immunities, or obligations under any federal, state, or local law, including under the U.S. Defend Trade Secrets Act of 2016 (as applicable), as described in the Company's Business Conduct Guidelines, or prohibits you from reporting possible violations of law or regulation to a government agency, as protected by law. The Employee and IBM represent that, in executing this Agreement, the Employee and



IBM have not relied upon any representations or statements made, other than those set forth herein, with regard to the subject matter, basis or effect of this Agreement.

**13. Governing Law.**

This Agreement and any disputes between the Employee and IBM shall be governed by, and construed in accordance with, the laws of Japan, without regard to its conflict of law rules. The Employee and IBM consent to the exclusive jurisdiction and venue of the District Court of Tokyo, Japan for the resolution of all disputes arising under, or relating to, this Agreement.

[INSERT EMPLOYEE NAME HERE]  
By: \_\_\_\_\_  
(Employee Signature)

IBM JAPAN, LTD.  
By: \_\_\_\_\_  
Christian Barrios  
Vice President, Human Resources

\_\_\_\_\_  
Employee Serial No. Date

**NONCOMPETITION AGREEMENT**

In recognition of the critical role that you will play as a senior executive with International Business Machines Corporation ("IBM") and in recognition of your access to IBM Confidential Information by virtue of this position, and further as consideration for your promotion as a senior executive, along with any and all awards to be granted to you under an International Business Machines Corporation Long-Term Performance Plan ("LTTP"), and/or for other good and valuable consideration, you ("Employee" or "you") agree to the terms and conditions of this Noncompetition Agreement (this "Agreement") as follows:

**1. Covenants.**

(a) You acknowledge and agree that the promotion and compensation that you will receive in connection with this Agreement, including any equity awards, cash and other compensation, is consideration both for your work at IBM and for your compliance with the post-employment restrictive covenants included in Paragraph 1 of this Agreement.

(b) You acknowledge and agree that: (i) the business in which IBM and its affiliates (collectively, the Company) are engaged is intensely competitive and that your employment by IBM requires that you have access to, and knowledge of, IBM Confidential Information; (ii) you are given access to, and develop relationships with, customers of the Company at the time and expense of the Company; and (iii) by your training, experience and expertise, your services to the Company are, and will continue to be, extraordinary, special and unique.

(c) You acknowledge and agree that: (i) the disclosure of IBM Confidential Information would place the Company at a serious competitive disadvantage and would do serious damage, financial and otherwise, to the business of the Company; (ii) you will keep in strict confidence, and will not, directly or indirectly, at any time during or after your employment with IBM, disclose, furnish, disseminate, make available or use, except in the course of

performing your duties of employment, any IBM Confidential Information or any trade secrets or confidential business and technical information of the Company's customers or vendors, without limitation as to when or how you may have acquired such information; and (iii) all such information, whether reduced to writing, maintained on any form of electronic media, or maintained in your mind or memory and whether compiled by the Company, and/or you, derives independent economic value from not being readily known to or ascertainable by proper means by others who can obtain economic value from its disclosure or use, that reasonable efforts have been made by the Company to maintain the secrecy of such information, that such information is the sole property of the Company, and that any retention and use of such information by you during or after your employment with IBM (except in the course of performing your duties and obligations to IBM) shall constitute a misappropriation of the Company's trade secrets.

(d) You acknowledge and agree that during your employment with IBM and for twelve (12) months following the termination of your employment either by you for any reason, by IBM for "Cause," or by IBM without Cause where IBM elects, pursuant to Paragraph 4 below, to make certain severance payments to you, that:

(i) you will not directly or indirectly within the "Restricted Area" "Engage in or Associate with" (a) any "Business Enterprise" or (b) any competitor of the Company, if performing the duties and responsibilities of such engagement or association could result in you intentionally or unintentionally using, disclosing, or relying upon IBM Confidential Information to which you had access by virtue of your job duties or other responsibilities with IBM; and

(ii) you will not directly or indirectly solicit, for competitive business purposes, any customer of the Company with which you were directly or indirectly involved as part of your job responsibilities during the last twelve (12) months of your employment with IBM.

(e) You further acknowledge and agree that during your employment with IBM and for two (2) years following the termination of your

employment by either you or by IBM for any reason, you will not directly or indirectly within the "Restricted Area," hire, solicit or make an offer to, or attempt to or participate or assist in any effort to hire, solicit, or make an offer to, any employee of the Company to be employed or to perform services outside of the Company. For purposes of this subsection 1(e), "employee of the Company" includes any employee of the Company who worked within the Restricted Area at any time in the 12-month period immediately preceding any actual or attempted hiring, solicitation or making of an offer.

**2. Definitions.**

(a) For purposes of this Agreement, "Business Enterprise" shall mean any entity that engages in, or owns or controls an interest in any entity that engages in, competition with any business unit or division of the Company in which you worked at any time during the three (3) year period prior to the termination of your employment.

(b) For purposes of this Agreement, "Cause" shall mean, as reasonably determined by IBM, the occurrence of any of the following: (i) embezzlement, misappropriation of corporate funds or other material acts of dishonesty; (ii) commission or conviction of any felony, or of any misdemeanor involving moral turpitude, or entry of a plea of guilty or nolo contendere to any felony or misdemeanor (other than a minor traffic violation or other minor infraction); (iii) engagement in any activity that you know or should know could harm the business or reputation of the Company; (iv) failure to adhere to the Company's corporate codes, policies or procedures; (v) a breach of any covenant in any employment agreement or any intellectual property agreement, or a breach of any other provision of your employment agreement, in either case if the breach is not cured to the Company's satisfaction within a reasonable period after you are provided with notice of the breach (no notice and cure period is required if the breach cannot be cured), provided, however, that the mere failure to achieve performance objectives shall not constitute Cause; (vi) failure by you to perform your duties or follow management direction, which failure is not cured to the

Company's satisfaction within a reasonable period of time after a written demand for substantial performance is delivered to you (no notice or cure period is required if the failure to perform cannot be cured); or (vii) violation of any statutory, contractual or common law duty or obligation to the Company, including without limitation, the duty of loyalty.

(c) For purposes of this Agreement, 'Engage in or Associate with' shall include, without limitation, engagement or association as a sole proprietor, owner, employer, director, partner, principal, joint venture, associate, employee, member, consultant, or contractor. The phrase also shall include engagement or association as a shareholder or investor during the course of your employment with IBM, and shall include beneficial ownership of 5% or more of any class of outstanding stock of a Business Enterprise or competitor of the Company following the termination of your employment with IBM.

(d) For purposes of this Agreement, 'IBM Confidential Information' shall include, without limitation, the Company's formulae, patterns, compilations, programs, devices, methods, techniques, software, tools, systems, and processes, the Company's selling, manufacturing, servicing methods and business techniques, implementation strategies, and information about any of the foregoing, the Company's training, service, and business manuals, promotional materials, training courses and other training and instructional materials, vendor and product information, customer and prospective customer lists, other customer and prospective customer information, client data, global strategic plans, marketing plans, information about the Company's management techniques and management strategies, information regarding long-term business opportunities, information regarding the development status of specific Company products, assessments of the global competitive landscape of the industries in which the Company competes, plans for acquisition or disposition of products or companies or business units, expansion plans, financial status and plans, compensation information, personnel information, and other business information and trade secrets of the Company, and also as defined by the Uniform Trade Secrets Act, as amended from time to time.

(e) For purposes of this Agreement, "Restricted Area" shall mean any geographic area in the world in which you worked or for which you had job responsibilities, including supervisory responsibilities, during the last twelve (12) months of your employment with IBM.

3. **Acknowledgements.**

You acknowledge that a mere agreement not to disclose, use, or rely on IBM Confidential Information after your employment by IBM ends would be inadequate, standing alone, to protect IBM's legitimate business interests. You further acknowledge that disclosure of, use of, or reliance on IBM Confidential Information, whether or not intentional, is often difficult or impossible for the Company to detect until it is too late to obtain any effective remedy. You further acknowledge that the Company would suffer irreparable harm if you fail to comply with Paragraph 1 or otherwise improperly disclose, use, or rely on IBM Confidential Information. You acknowledge that the restrictions set forth in Paragraph 1 are reasonable as to geography, scope and duration.

4. **Termination without Cause.**

In the event that IBM terminates your employment without Cause, IBM may elect in its sole discretion to offer to you severance payments (in an amount and on terms that IBM will determine, and disclose to you, prior to your termination of employment) in accordance with IBM's regular payroll practices and subject to all applicable foreign, federal, state and local withholdings or other taxes that IBM may from time to time be required to withhold. In the event you agree to such payments and without limiting the generality of the foregoing, IBM may cease making such payments under this Paragraph 4 if IBM believes that you are in breach of any of your obligations in this Agreement. Without prejudice to any other remedies under this Agreement or under applicable law, IBM may also

recoup any payments made to you under this Paragraph 4 if you breach any of your obligations under this Agreement

5. **Injunctive Relief.**

You agree that the Company would suffer irreparable harm if you were to breach, or threaten to breach, any provision of this Agreement and that the Company would by reason of such breach, or threatened breach, be entitled to injunctive relief in a court of appropriate jurisdiction, without the need to post any bond, and you further consent and stipulate to the entry of such injunctive relief in such a court prohibiting you from breaching this Agreement. This Paragraph 5 shall not, however, diminish the right of the Company to claim and recover damages in addition to injunctive relief.

6. **Severability.**

In the event that any one or more of the provisions of this Agreement shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired thereby. Moreover, if any one or more of the provisions contained in this Agreement shall be held to be excessively broad as to duration, activity or subject, such provisions shall be construed by limiting and reducing them so as to be enforceable to the maximum extent allowed by applicable law. Furthermore, a determination in any jurisdiction that this Agreement, in whole or in part, is invalid or unenforceable shall not in any way affect or impair the validity or enforceability of this Agreement in any other jurisdiction.

7. **Captions.**

The captions in this Agreement are inserted for convenience and reference only and shall in no way affect, define, limit or describe the scope, intent or construction of any provision hereof.

8. **Waiver.**

The failure of IBM to enforce any terms, provisions or covenants of this Agreement shall not be construed as a waiver of the same or of the right of IBM to enforce the same. Waiver by IBM of any breach or default by you (or by any other employee or former employee of IBM) of any term or provision of this Agreement (or any similar agreement between IBM and you or any other employee or former employee of IBM) shall not operate as a waiver of any other breach or default.

9. **Successors and Assigns.**

This Agreement shall inure to the benefit of and be binding upon IBM, any successor organization which shall succeed to IBM by acquisition, merger, consolidation or operation of law, or by acquisition of assets of IBM and any assigns. You may not assign your obligations under this Agreement.

10. **Disclosure of Existence of Covenants.**

You agree that while employed by IBM and for two (2) years thereafter, you will communicate the contents of this Agreement to any person, firm, association, partnership, corporation or other entity which you intend to be employed by, associated with or represent, prior to accepting such employment, association, or representation.

11. **Notice to IBM of Prospective Position.**

You agree that if, at any time during your employment or within twelve (12) months following the termination of your employment with IBM, you are offered and intend to accept a position to Engage in or Associate with any person, firm, association, partnership, corporation or other entity other than the Company, you will provide the Senior Vice President of Human Resources for IBM Corporation with two weeks' written notice prior to accepting any such position. If for any reason you cannot, despite using your best efforts, provide the two weeks' notice prior to accepting any such position, you agree that you will



provide two weeks' notice prior to commencing that new position. You acknowledge and agree that a two week notice period is appropriate and necessary to permit IBM to determine whether, in its view, your proposed new position could lead to a violation of this Agreement, and you agree that you will provide IBM with such information as IBM may request to allow IBM to complete its assessment (except that you need not provide any information that would constitute confidential or trade secret information of any entity other than the Company). If you are offered and intend to accept such a position while you are still employed by IBM, you further acknowledge and agree that during the two-week notice period required by this Paragraph, IBM may choose, in its sole discretion, to limit your duties in your position with IBM and to restrict your access to IBM's premises, systems, products, information, and employees.

12. **No Oral Modification**

This Agreement may not be changed orally, but may be changed only in a writing signed by the Employee and a duly authorized representative of IBM.

13. **Entire Agreement**

Although this Agreement sets forth the entire understanding between the Employee and IBM concerning the restrictive covenants herein, this Agreement does not impair, diminish, restrict or waive any other restrictive covenant, nondisclosure obligation or confidentiality obligation of the Employee to the Company under any other agreement, policy, plan or program of the Company. The Employee and IBM represent that, in executing this Agreement, the Employee and IBM have not relied upon any representations or statements made, other than those set forth herein, with regard to the subject matter, basis or effect of this Agreement.

14. **Governing Law and Choice of Forum**

This Agreement shall be governed by, and construed in accordance

with, the laws of the State of New York, without regard to its conflict of law rules. The parties acknowledge that the state and federal courts in New York and Westchester Counties have substantial experience in commercial disputes, including noncompetition and other employment related matters. For this reason, the parties agree that any action or proceeding with respect to this Agreement shall be brought exclusively in the state and federal courts sitting in New York County or Westchester County, New York. The parties agree to the personal jurisdiction thereof, and irrevocably waive any objection to the venue of such action, including any objection that the action has been brought in an inconvenient forum.

\_\_\_\_\_  
Name of Employee (Print)

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Date

INTERNATIONAL BUSINESS MACHINES CORPORATION

By: \_\_\_\_\_  
Diane J. Gherson  
Senior Vice President - Human Resources

MANAGEMENT DISCUSSIONOverviewForward-Looking and Cautionary StatementsManagement Discussion SnapshotDescription of BusinessYear in ReviewPrior Year in ReviewOther InformationLooking ForwardLiquidity and Capital ResourcesCritical Accounting EstimatesCurrency Rate FluctuationsMarket RiskFinancingReport of ManagementReport of Independent RegisteredPublic Accounting FirmCONSOLIDATED FINANCIAL STATEMENTSIncome StatementComprehensive IncomeBalance SheetCash FlowsEquityNOTES TO CONSOLIDATED FINANCIAL STATEMENTS6 **Basis & Policies**7 **A** Significant Accounting Policies8 **B** Accounting Changes11 **Performance & Operations**16 **C** Revenue Recognition29 **D** Segments33 **E** Acquisitions & Divestitures33 **F** Other (Income) and Expense34 **G** Taxes37 **H** Earnings Per Share39 **Balance Sheet & Liquidity**40 **I** Financial Assets & Liabilities41 **J** Inventory**K** Financing Receivables43 **L** Property, Plant & Equipment44 **M** Leases**N** Intangible Assets Including Goodwill**O** Borrowings**P** Other Liabilities46 **Q** Commitments & Contingencies47 **R** Equity Activity48 **Risk Management, Compensation/Benefits & Other**49 **S** Derivative Financial Instruments50 **T** Stock-Based Compensation**U** Retirement-Related Benefits**V** Subsequent EventsPerformance GraphsStockholder Information

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**OVERVIEW**

The financial section of the International Business Machines Corporation (IBM or “the company”) 2024 Annual Report includes the Management Discussion, the Consolidated Financial Statements and the Notes to Consolidated Financial Statements. This Overview is designed to provide the reader with some perspective regarding the information contained in the financial section.

**Organization of Information**

- The Management Discussion is designed to provide readers with an overview of the business and a narrative on our financial results and certain factors that may affect our future prospects from the perspective of management. The “Management Discussion Snapshot” presents an overview of the key performance drivers in 2024.
  - Beginning with the “Year in Review,” the Management Discussion contains the results of operations for each reportable segment of the business, a discussion of our financial position and a discussion of cash flows as reflected in the Consolidated Statement of Cash Flows. “Prior Year in Review,” provides a summary of our reportable segment results and year-to-year comparisons between 2023 and 2022. These segment results have been recast to conform to our organizational structure and management system changes described below. Management Discussion also includes: “Looking Forward” and “Liquidity and Capital Resources,” the latter of which includes a description of management’s definition and use of free cash flow.
  - The Consolidated Financial Statements provide an overview of income and cash flow performance and financial position.
  - The Notes follow the Consolidated Financial Statements. Among other items, the Notes contain our accounting policies, revenue information, acquisitions and divestitures, certain commitments and contingencies and retirement-related plans information.
  - In the first quarter of 2024, we made changes to our organizational structure and management system to better align our portfolio to the market, increase transparency and improve segment comparability to peers. These changes did not impact our Consolidated Financial Statements, but did impact our reportable segments. The segments are reported on a comparable basis for all periods. In addition, due to the removal of certain components of segment profitability we also updated the title of our segment performance metric from pre-tax income from continuing operations to segment profit. Refer to note D, “Segments” for additional information on our reportable segments.
  - Over the past several years, we have taken actions to reduce the risk profile of our worldwide retirement-related plans, while at the same time increasing the funded status of the plans. In 2022 and 2024, non-participating single group annuity contracts were purchased from insurers which irrevocably transferred to the insurers certain defined benefit (“DB”) pension obligations and related plan assets. There were no changes to the amount of benefits payable to the participants and beneficiaries of the plans transferred. These pension transfers reduced our pension obligations and assets by approximately the same amount and were purchased using assets from their respective retirement plans with no additional funding contributions required from IBM. Each transaction resulted in the recognition of a one-time, non-operating, non-cash, pre-tax pension settlement charge (“pension settlement charge”) in the respective period of the pension transfer. In September 2022, the IBM Personal Pension Plan (“Qualified PPP”) irrevocably transferred to insurers approximately \$16 billion of the Qualified PPP’s DB pension obligations and related plan assets, resulting in a pension settlement charge of \$5.9 billion (\$4.4 billion net of tax) in the third quarter of 2022. In September 2024, the Qualified PPP irrevocably transferred to an insurer approximately \$6 billion of the Qualified PPP’s DB pension obligations and related plan assets, resulting in a pension settlement charge of \$2.7 billion (\$2.0 billion net of tax) in the third quarter of 2024. In October 2024, IBM Canada LTD (“IBMC”) irrevocably transferred to insurers approximately \$1.2 billion of the IBMC IBM Retirement Plan DB pension obligations and related plan assets, resulting in a pension settlement charge of \$0.4 billion in the fourth quarter of 2024. These pension settlement charges were primarily related to the accelerated recognition of accumulated actuarial losses of the plans and, given they were non-operating and non-cash, they did not impact our operating (non-GAAP) earnings or cash flow results. Refer to note U, “Retirement-Related Benefits,” for additional information.
  - The references to “adjusted for currency” or “at constant currency” in the Management Discussion do not include operational impacts that could result from fluctuations in foreign currency rates. When we refer to growth rates at constant currency or adjust such growth rates for currency, it is done so that certain financial results can be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons of business performance. Financial results adjusted for currency are calculated by translating current period activity in local currency using the comparable prior-year period’s currency conversion rate. This approach is used for countries where the functional currency is the local currency. Generally, when the dollar either strengthens or weakens against other currencies, the growth at constant currency rates or adjusting for currency will be higher or lower than growth reported at actual exchange rates. Refer to “Currency Rate Fluctuations” for additional information.
  - Within the financial statements and tables in this Annual Report, certain columns and rows may not add due to the use of rounded numbers for disclosure purposes. Percentages presented are calculated from the underlying whole-dollar numbers. Certain prior-year amounts have been reclassified to conform to the change in current year presentation. This is annotated where applicable.
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**Operating (non-GAAP) Earnings**

In an effort to provide better transparency into the operational results of the business, supplementally, management separates business results into operating and non-operating categories. Operating earnings from continuing operations is a non-GAAP measure that excludes the effects of certain acquisition-related charges and intangible asset amortization, expense resulting from basis differences on equity method investments, retirement-related costs, certain impacts from the Kyndryl separation and their related tax impacts. Due to the unique, non-recurring nature of the enactment of the U.S. Tax Cuts and Jobs Act (U.S. tax reform), management characterizes the one-time provisional charge recorded in the fourth quarter of 2017 and adjustments to that charge as non-operating. Adjustments primarily include true-ups, accounting elections and any changes to regulations, laws or audit adjustments that affect the recorded one-time charge. Management characterized direct and incremental charges incurred related to the Kyndryl separation as non-operating given their unique and non-recurring nature. In 2022, these charges primarily related to any net gains or losses on the Kyndryl common stock and the related cash-settled swap with a third-party financial institution, which were recorded in other (income) and expense in the Consolidated Income Statement. As of November 2, 2022, the company no longer held an ownership interest in Kyndryl. For acquisitions, operating (non-GAAP) earnings exclude the amortization of purchased intangible assets and acquisition-related charges such as in-process research and development, transaction costs, applicable retention, restructuring and related expenses, tax charges related to acquisition integration and pre-closing charges, such as financing costs. These charges are excluded as they may be inconsistent in amount and timing from period to period and are significantly impacted by the size, type and frequency of our acquisitions. Management has also characterized as non-operating expense, given its unique and temporary nature, the mark-to-market impact on the foreign exchange derivative contracts entered into prior to the acquisition of StreamSets and webMethods from Software AG, beginning in December 2023, to economically hedge the foreign currency exposure related to the purchase price of this acquisition. These derivative contracts expired by June 28, 2024. This impact was recorded in other (income) and expense in the Consolidated Income Statement and reflects the changes in fair value of these derivative contracts. All other spending for acquired businesses is included in both earnings from continuing operations and in operating (non-GAAP) earnings. For retirement-related costs, management characterizes certain items as operating and others as non-operating, consistent with GAAP. We include defined benefit plan and nonpension postretirement benefit plan service costs, multi-employer plan costs and the cost of defined contribution plans in operating earnings. Non-operating retirement-related costs include defined benefit plan and nonpension postretirement benefit plan amortization of prior service costs, interest cost, expected return on plan assets, amortized actuarial gains/losses, the impacts of any plan curtailments/settlements including the impact of the pension settlement charges of \$3.1 billion (\$2.4 billion net of tax) and \$5.9 billion (\$4.4 billion net of tax) in 2024 and 2022, respectively. Refer to note U, "Retirement-Related Benefits," for additional information. Non-operating retirement-related costs are primarily related to changes in pension plan assets and liabilities which are tied to financial market performance, and we consider these costs to be outside of the operational performance of the business.

Overall, management believes that supplementally providing investors with a view of operating earnings as described above provides increased transparency and clarity into both the operational results of the business and the performance of our pension plans; improves visibility to management decisions and their impacts on operational performance; enables better comparison to peer companies; and allows us to provide a long-term strategic view of the business going forward. In addition, these non-GAAP measures provide a perspective consistent with areas of interest we routinely receive from investors and analysts.

**FORWARD-LOOKING AND CAUTIONARY STATEMENTS**

Certain statements contained in this Annual Report may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any forward-looking statement in this Annual Report speaks only as of the date on which it is made; IBM assumes no obligation to update or revise any such statements except as required by law. Forward-looking statements are based on IBM's current assumptions regarding future business and financial performance; these statements, by their nature, address matters that are uncertain to different degrees. Forward-looking statements involve a number of risks, uncertainties and other factors that could cause actual results to be materially different, as discussed more fully elsewhere in this Annual Report and in the company's filings with the Securities and Exchange Commission (SEC), including IBM's 2024 Form 10-K filed on February 25, 2025.

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## MANAGEMENT DISCUSSION SNAPSHOT

(\$ and shares in millions except per share amounts)

For year ended December 31:	2024 <sup>(1)</sup>	2023	Yr.-to-Yr. Percent/Margin Change
Revenue <sup>(1)</sup>	\$ 62,753	\$ 61,860	1.4 %
Gross profit margin	56.7 %	55.4 %	1.2 pts.
Total expense and other (income)	\$ 29,754	\$ 25,610	16.2 %
Income from continuing operations before income taxes	\$ 5,797	\$ 8,690	(33.3) %
Provision for/(benefit from) income taxes from continuing operations	\$ (218)	\$ 1,176	NM
Income from continuing operations	\$ 6,015	\$ 7,514	(19.9) %
Income from continuing operations margin	9.6 %	12.1 %	(2.6) pts.
Income/(Loss) from discontinued operations, net of tax	\$ 8	\$ (12)	NM
Net income	\$ 6,023	\$ 7,502	(19.7) %
Earnings per share from continuing operations—assuming dilution	\$ 6.42	\$ 8.15	(21.2) %
Consolidated earnings per share—assuming dilution	\$ 6.43	\$ 8.14	(21.0) %
Weighted-average shares outstanding—assuming dilution	\$ 937.2	\$ 922.1	1.6 %
Assets <sup>(2)</sup>	\$ 137,175	\$ 135,241	1.4 %
Liabilities <sup>(2)</sup>	\$ 109,783	\$ 112,628	(2.5) %
Equity <sup>(3)</sup>	\$ 27,393	\$ 22,613	21.1 %

(1) Year-to-year revenue growth of 3 percent adjusted for currency.

(2) 2024 includes the impact of pension settlement charges of \$3.1 billion (\$2.4 billion net of tax) resulting in an impact of (\$2.57) to diluted earnings per share from continuing operations and an impact of (\$2.56) to consolidated diluted earnings per share. Refer to note U, "Retirement-Related Benefits," for additional information.

(3) At December 31.

NM—Not meaningful

The following table provides the company's operating (non-GAAP) earnings for 2024 and 2023. Refer to page 28 for additional information.

(\$ in millions except per share amounts)

For year ended December 31:	2024	2023	Yr.-to-Yr. Percent Change
Net income as reported <sup>(1)</sup>	\$ 6,023	\$ 7,502	(19.7)%
Income/(Loss) from discontinued operations, net of tax	8	(12)	NM
Income from continuing operations <sup>(1)</sup>	\$ 6,015	\$ 7,514	(19.9)%
Non-operating adjustments (net of tax)			
Acquisition-related charges	1,456	1,292	12.7 %
Non-operating retirement-related costs/(income) <sup>(1)</sup>	2,668	(30)	NM
U.S. tax reform impacts	(455)	95	NM
Operating (non-GAAP) earnings	\$ 9,684	\$ 8,870	9.2 %
Diluted operating (non-GAAP) earnings per share	\$ 10.33	\$ 9.62	7.4 %

(1) 2024 includes the impact of pension settlement charges of \$2.4 billion net of tax. Refer to note U, "Retirement-Related Benefits," for additional information.

NM—Not meaningful

**Macroeconomic Environment**

Our business portfolio underpinned by advanced technology and deep consulting expertise positions us uniquely to deliver end-to-end business transformations. Our diversification across geographies, industries, clients and business mix and our recurring revenue base provides some stability in revenue, profit and cash generation. Clients and partners continue to leverage technology to allow businesses to scale, drive efficiencies and fuel sustainable and profitable growth. The economic headwinds driven by factors such as geopolitical tensions, interest rate volatility, supply chain vulnerabilities, demographic shifts and evolving cyber threats are leading clients to manage their discretionary spending, which has impacted certain areas of our Consulting business during 2024.

For the year ended December 31, 2024, movements in global currencies continued to impact our reported year-to-year revenue and profit. We execute hedging programs which defer, but do not eliminate, the impact of currency. The (gains)/losses from these hedging programs are reflected primarily in other (income) and expense. Refer to "Currency Rate Fluctuations," for additional information.

**Financial Performance Summary**

In 2024, we reported \$62.8 billion in revenue, income from continuing operations of \$6.0 billion, which includes the impact of the pension settlement charges of \$3.1 billion (\$2.4 billion net of tax), and operating (non-GAAP) earnings of \$9.7 billion, which excludes the impact of the pension settlement charges. Refer to "Organization of Information," for additional information. Diluted earnings per share from continuing operations was \$6.42 as reported, including an impact of \$2.57 from the pension settlement charges, and diluted earnings per share was \$10.33 on an operating (non-GAAP) basis. We generated \$13.4 billion in cash from operations and \$12.7 billion in free cash flow, and returned \$6.1 billion to shareholders in dividends. We are pleased with the progress we made in 2024, delivering revenue growth in our re-positioned business and strong cash flow generation. Our 2024 performance demonstrates the success of our focused strategy, enhanced portfolio and sustainable revenue growth. We increased our investment in innovation and talent and completed eleven acquisitions in 2024, strengthening our hybrid cloud and AI capabilities, all while continuing to return value to shareholders through our dividend.

Total revenue grew 1.4 percent year to year as reported and 3 percent adjusted for currency compared to the prior year, led by our Software performance. Software revenue increased 8.3 percent as reported and 9.0 percent adjusted for currency, with strength across our portfolio. Hybrid Platform & Solutions increased 8.1 percent as reported and 8.7 percent adjusted for currency, reflecting growth across all lines of business with double-digit revenue growth in Red Hat and Automation. Transaction Processing increased 8.7 percent as reported and 9.6 percent adjusted for currency, with growth in both recurring and transactional revenue. Consulting revenue decreased 0.9 percent as reported but grew 0.6 percent adjusted for currency, and continued to be impacted by a dynamic market environment as clients reprioritized spending. Infrastructure decreased 3.9 percent year to year as reported and 2.7 percent adjusted for currency, reflecting product cycle dynamics.

From a geographic perspective, Americas revenue decreased 1.3 percent year to year as reported (0.7 percent adjusted for currency). Europe/Middle East/Africa (EMEA) increased 5.1 percent as reported (4.7 percent adjusted for currency). Asia Pacific grew 3.0 percent as reported (7.9 percent adjusted for currency).

Gross margin of 56.7 percent increased 1.2 points year to year, with continued margin expansion driven by portfolio mix and ongoing productivity initiatives. Operating (non-GAAP) gross margin of 57.8 percent increased 1.3 points versus the prior year, due to the same dynamics.

Total expense and other (income) increased 16.2 percent in 2024 versus the prior year primarily driven by the pension settlement charges of \$3.1 billion in 2024, higher spending reflecting our continued investment in portfolio innovation to drive our strategy and higher workforce rebalancing charges. This was partially offset by a gain from the sale of certain QRadar Software-as-a-Service (SaaS) assets, the gain on the divestiture of The Weather Company assets, the benefits from productivity and the actions taken to transform our operations, and the effects of currency. Total operating (non-GAAP) expense and other (income) increased 1.8 percent year to year, driven primarily by the factors described above, excluding the pension settlement charges.

Pre-tax income from continuing operations was \$5.8 billion in 2024 compared with \$8.7 billion in the prior year and pre-tax margin was 9.2 percent, a decrease of 4.8 points versus 2023. The year-to-year performance was primarily driven by the pension settlement charges in 2024 partially offset by our gross margin expansion and the benefits from productivity and the actions taken to transform our operations which enabled investments to drive innovation. The continuing operations effective tax rate for 2024 was (3.8) percent compared to 13.5 percent in 2023. The current-year effective tax rate was primarily driven by the tax impact of the pension settlement charges and the resolution of certain tax audit matters. Net income from continuing operations was \$6.0 billion in 2024 compared with \$7.5 billion in the prior year and net income from continuing operations margin was 9.6 percent, a decrease of 2.6 points year to year. Operating (non-GAAP) pre-tax income from continuing operations of \$11.2 billion increased 8.7 percent year to year and the operating (non-GAAP) pre-tax margin from continuing operations increased 1.2 points to 17.9 percent. Our revenue growth, portfolio mix and productivity initiatives resulted in strong operating (non-GAAP) pre-tax income growth in 2024 compared to the prior year. The operating (non-GAAP) effective tax rate for 2024 was 13.6 percent compared to 14.0 percent

in 2023. Operating (non-GAAP) income from continuing operations of \$9.7 billion increased 9.2 percent and the operating (non-GAAP) income margin from continuing operations of 15.4 percent was up 1.1 points year to year.

Diluted earnings per share from continuing operations, which included an impact of \$2.57 from the pension settlement charges, was \$6.42 in 2024 compared with \$8.15 in 2023. Operating (non-GAAP) diluted earnings per share of \$10.33 increased 7.4 percent versus 2023.

At December 31, 2024, the balance sheet remained strong with financial flexibility to support and invest in the business. Cash and cash equivalents, restricted cash and marketable securities at year end were \$14.8 billion, an increase of \$1.3 billion from December 31, 2023. During 2024, we invested \$3.3 billion in acquisitions and returned \$6.1 billion to shareholders through dividends. Total debt of \$55.0 billion at December 31, 2024 decreased \$1.6 billion driven by maturities partially offset by debt issuances.

Total assets increased \$1.9 billion (\$5.2 billion adjusted for currency) from December 31, 2023 primarily driven by an increase in goodwill mainly related to the StreamSets and webMethods acquisition, and higher cash and cash equivalents. Total liabilities decreased \$2.8 billion (increased \$0.5 billion adjusted for currency) from December 31, 2023 primarily driven by a decrease in debt and postretirement benefit obligations partially offset by an increase in deferred income. Total equity of \$27.4 billion increased \$4.8 billion from December 31, 2023, primarily driven by net income, common stock issuances and a decrease in accumulated other comprehensive loss; partially offset by dividends.

During 2024, we generated \$13.4 billion in cash from operating activities, compared to \$13.9 billion in 2023. While cash provided by financing receivables declined year to year from business variability, we had performance-related improvements within net income driving an increase within cash from operating activities. Our free cash flow was \$12.7 billion, an increase of \$1.5 billion versus the prior year. Refer to page 35 for additional information on free cash flow. Net cash used in investing activities of \$4.9 billion decreased \$2.1 billion compared to the prior year, mainly driven by a decrease in cash used in acquisitions, higher cash provided by divestitures and the proceeds from the sale of certain QRadar SaaS assets; partially offset by higher net purchases of marketable securities and other investments. Net cash used in financing activities of \$7.1 billion increased \$5.3 billion compared to 2023, mainly due to a lower level of debt issuances and a higher level of maturities in the current year.

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**DESCRIPTION OF BUSINESS**

Please refer to IBM's Annual Report on Form 10-K filed with the SEC on February 25, 2025, for Item 1A, entitled "Risk Factors."

IBM is addressing the hybrid cloud and AI opportunity with a platform-centric approach, focused on providing client value through a combination of technology and business expertise. We provide integrated solutions and products that leverage: data, information technology, deep expertise in industries and business processes, with trust and security and a broad ecosystem of partners and alliances. Our hybrid cloud platform and AI technology and services capabilities support clients' digital transformations and help them engage with their customers and employees in new ways. These solutions draw from an industry-leading portfolio of capabilities in software, consulting services and a deep incumbency in mission-critical systems, all bolstered by one of the world's leading research organizations.

**IBM Strategy**

Over the past 5 years, IBM has shifted to higher growth areas, with approximately 75 percent of our business mix in Software and Consulting. Our strategic focus is hybrid cloud and artificial intelligence (AI), today's most transformative technologies. As clients drive business growth using their existing technology and investing in new ones, they seek flexibility across distributed technology environments and the need to realize value from AI. We have shaped our business to focus on those client needs.

**Our strategy aligns with the needs of our clients**

Companies are increasingly deploying technology workloads across environments where the business runs, with over 90 percent of executives reporting moving to hybrid cloud architectures (IBM IBV). As organizations continue to face innovation challenges, including increased technical complexity, rapidly growing costs, and scarcity of expertise, AI is an opportunity to unlock unrealized value. However, AI brings similar challenges, including costs of AI models, complexity of AI solutions and its governance, and expertise gaps in integrating AI solutions into business workflows.

To solve these innovation challenges, leading organizations are embracing a hybrid 'by design' platform approach. It allows them to take advantage of hybrid multi-cloud by minimizing cost and complexity which simplifies innovation and operations. IBM Consulting has quantified the value of a hybrid by design approach and shown it delivers over three times higher return on investment.

Companies continue to invest in AI and are looking for better approaches to drive enterprise AI adoption. AI is inherently hybrid as it needs to inference, govern, and manage across multiple environments. Conversely, AI simplifies the complexity of hybrid cloud environments through visibility, resource optimization, and automation across platforms and processes.

IBM is strategically positioned to help clients unlock their next chapter of technology-led business growth. It will be built across hybrid multi-cloud and leverage AI. With our portfolio of technology and consulting capabilities, we uniquely help deliver that growth.

**IBM's differentiated portfolio value**

**IBM Software** makes technology that delivers innovation and productivity with capabilities to enable end-to-end enterprise use cases, client usage, consumption, and expansion. We deliver this value in four major areas: Transaction Processing, powering IBM Z to deliver unmatched scalability, security, availability and real-time fraud detection for our client's mission-critical workloads; Automation, boosting application performance and optimizing costs across clients' technology operations and reducing overall complexity; Data, accelerating productivity by infusing AI at scale into applications and business processes to drive decisions in real-time; Hybrid cloud platform (Red Hat), unifying on-prem, public and private clouds, and the edge to scale applications and AI models across environments. All capabilities support hybrid cloud deployment and have security and AI embedded throughout.

**IBM Consulting** provides strategy & technology and intelligent operations services to address clients' most challenging business goals – including how to be more productive, accelerate growth, and drive innovation. We deliver domain expertise to drive client adoption through our offerings, leveraging hybrid cloud and AI technologies from IBM Software and with strategic partners including AWS, Microsoft, Oracle, SAP, and many others across the ecosystem. IBM Consulting brings speed and scale to innovative solutions that combine industry, domain, and hybrid cloud knowledge together with AI-powered assets, such as IBM Consulting Advantage, a first of its kind AI delivery platform designed to deliver solutions at scale and realize faster time to value, transforming how our consultants work.

**IBM Infrastructure** enables hybrid cloud environments for mission-critical transactions and AI workloads, while maintaining the highest security and availability. The business is anchored by IBM Z which excels at delivering transaction processing capability with an industry-first integrated on-chip AI accelerator designed for high-speed, latency-optimized inferencing to deliver unmatched throughput, availability, and security. Our distributed infrastructure offerings, Power, Storage, and Cloud, accelerate client's digital transformations while our Infrastructure Support delivers lifecycle services enhanced with AI to optimize hybrid cloud environments.

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In support for each business segment, our AI strategy focuses on four key differentiators to help address adoption and challenges: Open, Cost Efficient, Hybrid and Domain Expertise, which we deliver across our portfolio. We enable cheaper inferencing built for hybrid cloud architectures with our Red Hat AI portfolio. We provide small, open Granite models that deliver better performance at a fraction of the price. We embed domain expertise in our models, technologies, and consulting offerings to speed client adoption and value.

IBM Research continues to demonstrate the ability to transition research to market-ready solutions; reinventing how work gets done and building on its legacy of transforming innovation in computing into client-grade solutions. In 2024, we continued to innovate around hybrid cloud and AI which created new business opportunities for IBM, including Granite 3.0 models and InstructLab. In quantum computing, we continue to progress along our Quantum Development & Innovation Roadmap, including the release of the Heron quantum chip and launch of Qiskit 1.0 software development kit.

In addition to organic innovation, we accelerate our strategy and client value with [inorganic investments](#). Areas of focus include hybrid cloud, data, and AI technology along with strategic consulting capabilities. In 2024 IBM closed multiple deals, the most material being the acquisition of assets from Software AG to bolster our automation, data and AI portfolios, and Neural Magic to fuel optimized generative AI innovation across hybrid cloud. Additionally, we announced our intention to acquire HashiCorp, adding advanced capabilities in hybrid multi-cloud infrastructure automation and orchestration.

**Hybrid cloud and AI together have the power to unleash business productivity**. IBM can bring hybrid cloud and AI to life for clients through our portfolio across the various business segments. Each of our business segments contribute to and benefit from the hybrid cloud and AI strategy. Clients realize greater value when complementary parts of the portfolio come together. For example, within Consulting, we have the world's largest Red Hat practice differentiated with hybrid by design methodologies, with Consulting Advantage used to leverage AI across every stage of the project lifecycle. In IBM Z, watsonx code assistant for Z uses AI to accelerate modernization journeys, delivering more value to clients.

#### [Collaborating to create value with clients and ecosystem partners](#)

Building our ecosystem is core to our overall strategy, focusing on helping clients transform their core operations and create new sources of competitive advantage through the application of AI and hybrid cloud technologies. Our approach to client engagement allows us to meet clients where they are. We bring our next-generation innovations and core platforms to a wide range of clients and partners through our signature THINK event tour and IBM TechXchange conference. The Partner Plus program makes it easy for partners to deepen technical expertise on IBM products, allowing clients more choice on who to partner with. Additionally, we continue to co-invest with our strategic partners – Adobe, AWS, Microsoft, Oracle, Palo Alto Networks, Salesforce, SAP, ServiceNow – to amplify joint impact for our clients by embedding IBM technology into core platforms that run their businesses.

We also bring product innovations to clients through use cases, our internal “client zero” productivity proof points, and technical experiences to demonstrate the value of our technology as a source of competitive advantage. For example, we have resolved 94 percent of low-level HR inquiries with our AskHR assistant, built on watsonx, freeing up HR professionals to focus on more complex issues. We believe that being a client zero exemplar accelerates our product roadmap and commercial success in addition to delivering productivity to the business.

#### **Business Segments and Capabilities**

IBM operates in more than 175 countries around the world. Our platform-centric hybrid cloud and AI strategy is executed through our operations and consists of four business segments: Software, Consulting, Infrastructure and Financing.

In the first quarter of 2025, we announced changes to the reported revenue categories within our Software and Consulting reportable segments effective January 1, 2025. These changes will not impact our Consolidated Financial Statements or our reportable segments. Refer to “Looking Forward,” for additional information.

#### [Software](#)

Software provides software solutions that address client needs for a hybrid cloud platform, data and AI, automation, and security on their journey to hybrid cloud. It includes all software, except operating system software reported in the Infrastructure segment.

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Software comprises two business areas – Hybrid Platform & Solutions and Transaction Processing, which have the following capabilities:

**Hybrid Platform & Solutions:** includes software, infused with AI, to help clients operate, manage and optimize their IT resources and business processes within hybrid, multi-cloud environments. It includes the following:

**Red Hat:** provides enterprise open-source solutions, for hybrid, multi-cloud environments, which includes Red Hat Enterprise Linux (RHEL), OpenShift, our hybrid cloud platform, as well as Ansible.

**Automation:** optimizes processes from business workflows to IT operations with AI-powered automation. Automation includes software for business automation, IT automation, integration and application runtimes.

**Data & AI:** accelerates data-driven agendas by infusing AI throughout the enterprise, empowering intelligent decision making. The portfolio includes capabilities that simplify data consumption through data fabric with data management, optimize lifecycle management, and make better predictions through business analytics. Data & AI capabilities facilitate sustainable, resilient businesses and enable intelligent management of enterprise assets and supply chains with environmental intelligence.

**Security:** creates a risk-aware, secure business by gaining real-time threat insights, orchestrating actions and automating responses across all touchpoints, in line with a zero-trust security strategy. Security includes software for data security, identity and access management, and threat management.

**Transaction Processing:** supports clients' mission-critical, on-premise workloads in industries such as banking, airlines and retail. This includes transaction processing software such as Customer Information Control System and storage software, as well as the analytics and integration software running on IBM operating systems such as DB2 and WebSphere running on z/OS.

#### Consulting

Consulting provides deep domain, technical, and industry expertise and market-leading capabilities in business transformation, technology implementation and managed services, including cloud managed and application services. Consulting designs, builds and operates technology and business processes based on open, hybrid cloud architectures leveraging the power of generative AI, with IBM technology and ecosystem partner technologies. Consulting uses its IBM Garage method and assets deployed through IBM Consulting Advantage to convene experts to co-create solutions with clients to accelerate their digital transformations through AI and automation.

Consulting comprises three business areas – Business Transformation, Technology Consulting and Application Operations, which have the following capabilities:

**Business Transformation:** provides strategy, process design, system implementation and operations services to improve and transform key experiences and business processes. These services deploy AI and automation in business processes to exploit the value of data and include an ecosystem of partners alongside IBM technology, including strategic partnerships with Adobe, Oracle, Salesforce and SAP, among others.

**Technology Consulting:** helps clients architect and implement solutions securely across cloud platforms, including Amazon, Microsoft, Palo Alto Networks, and IBM, and deploy strategies to transform the enterprise experience and enable innovation, including data transformation for AI with watsonx and application modernization for hybrid cloud with Red Hat OpenShift.

**Application Operations:** focuses on managing, optimizing, orchestrating, and securing custom application and ISV packages for clients. Services include application management, platform engineering, and security services across hybrid cloud environments.

#### Infrastructure

Infrastructure provides trusted and secure solutions for hybrid cloud and is optimized for infusing AI into mission-critical transactions.

Infrastructure comprises two business areas – Hybrid Infrastructure and Infrastructure Support, which have the following capabilities:

**Hybrid Infrastructure:** provides clients with innovative infrastructure platforms to help meet the new requirements of hybrid multi-cloud and enterprise AI workloads leveraging flexible and as-a-service consumption models. Hybrid Infrastructure includes IBM Z and Distributed Infrastructure.

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IBM Z: the premier transaction processing platform with leading security, resilience and scale, highly optimized for mission-critical, high-volume transaction workloads and enabled for enterprise AI and hybrid cloud. It includes IBM Z and LinuxONE, with a range of high-performance systems designed to address enterprise computing capacity, security and performance needs, z/OS, a security-rich, high-performance enterprise operating system, as well as Linux and other operating systems.

Distributed Infrastructure: includes Power, Storage and IBM Cloud Infrastructure-as-a-Service (IaaS). Power consists of high-performance servers, designed and engineered for data intensive and AI-enabled workloads and optimized for hybrid cloud and Linux. The Storage portfolio consists of a broad range of storage hardware and software-defined offerings, including Z-attach and distributed flash, tape solutions, software-defined storage controllers, data protection software and network-attach storage. IBM Cloud IaaS is built on enterprise-grade hardware with leading security and compliance capabilities and offers flexible computing options across architectures to meet client workload needs.

Infrastructure Support: delivers comprehensive, proactive and AI-enabled maintenance and support services to maintain and improve the availability and value of clients' IT infrastructure (hardware and software) both on-premises and in the cloud including maintenance for IBM products and other technology products.

Financing

Financing facilitates IBM clients' acquisition of hardware, software and services through its financing solutions. The financing arrangements are predominantly for products or services that are critical to the end users' business operations and support IBM's hybrid cloud and AI strategy. Financing conducts a comprehensive credit evaluation of its clients prior to extending financing. As a captive financier, Financing has the benefit of both deep knowledge of its client base and a clear insight into the products and services financed. These factors allow the business to effectively manage two of the primary risks associated with financing, credit and residual value, while generating strong returns on equity.

Financing comprises the following two business areas – Client Financing and Commercial Financing:

Client Financing: lease, installment payment plan and loan financing to end-user clients for terms generally up to seven years. Assets financed are primarily new and used IBM hardware, software and services.

Commercial Financing: short-term working capital financing to business partners and distributors primarily of IBM products and services. The company has an existing agreement with a third-party investor to sell IBM short-term commercial financing receivables on a revolving basis. Refer to note K, "Financing Receivables," for additional information.

Human Capital

Employees and Related Workforce

(In thousands)	
For the year ended December 31:	2024
IBM/wholly owned subsidiaries	270.3
Less-than-wholly owned subsidiaries	8.9
Complementary <sup>(1)</sup>	14.2

(1) The complementary workforce is an approximation of equivalent full-time employees hired under temporary, part-time and limited-term employment arrangements to meet specific business needs in a flexible and cost-effective manner.

As a globally integrated enterprise, IBM operates in more than 175 countries. Our highly skilled global workforce is reflective of the work we do for clients in support of their digital transformations and mission-critical operations through our focus on hybrid cloud and AI. Our employees are among the world's leading experts in hybrid cloud, AI, quantum computing, cybersecurity and industry-specific solutions. We believe our success depends on the caliber of our talent and the engagement and inclusion of IBMers in the workplace.

Talent, Skills and Culture

At IBM, we're committed to attracting, developing and retaining top talent in a dynamic and competitive environment. Our employee value proposition offers a compelling combination of competitive compensation and exciting career opportunities in the development and delivery of innovative technologies that transform businesses worldwide. Our value proposition and talent strategy are designed to retain our talented professionals.

We are continuously transforming and developing our talent through a combination of learning and hiring. In 2024, we focused on adding skills in key areas such as consulting and technical expertise, while also scaling our capacity in strategically important markets. We're committed to upskilling and reskilling our workforce, and our digital learning and career platforms are designed to provide employees with the resources they need to build strategic skills and advance their careers. We believe that sharing candid

feedback is essential to helping our employees develop their skills and elevate their performance, which is critical to our ability to transform and evolve.

Employee engagement is a key indicator of employee well-being and dedication to our mission, purpose and values. We conduct an annual engagement survey to assess the health of our growth culture and employee sentiment. In 2024, over 200,000 employees globally participated in the survey, providing valuable insights that we are using to enhance the employee experience, transform our culture, and improve our interactions with clients and partners. For the fourth year in a row, more than eight out of ten employees who participated in the survey responded that they felt engaged at work, a testament to our industry-leading talent practices.

An inclusive workplace serves as a catalyst for heightened innovation, agility, and overall performance. This environment fuels business growth, sustainable business outcomes and differentiated value to our clients. This is evident in our ability to attract and retain some of the industry's most skilled and talented individuals. Our goal is to ensure individuals from all backgrounds feel a sense of belonging, nurture their talents and advance in their careers. We strive to help all employees build new capabilities, explore various career paths, and engage with mentors to progress in their professional journeys. Once again, our efforts have resulted in nearly nine out of ten of employees who participated in the engagement survey feeling empowered to be their authentic selves at work.

We are committed to pay equity and transparency, fostering an environment of equal pay for equal work regardless of gender, race, or other personal characteristics. Statistical pay equity assessments are conducted across all countries with IBM employees, reinforcing our dedication to our longstanding pay equity practice.

#### [Health, Safety and Well-Being](#)

IBM demonstrates an unwavering commitment to fostering a culture of health, safety, and well-being for its employees. This commitment is reflected in our comprehensive Health & Safety Management System (HSMS), which is externally certified and aims to create a healthy and safe work environment, minimize work-related injuries and illnesses, and empower our workforce to take an active role in managing health and safety risks.

Recognizing employees as our most valuable asset, we have seamlessly integrated well-being into every facet of our business operations. We believe that our employees perform best at work, at home and in the communities where they live and work when their well-being is supported. We believe in not taking a one-size-fits-all approach and strive to provide programs that are culturally relevant and inclusive to address the needs of a global employee population. We take a holistic approach to well-being, not only focusing on fundamental safety items but also addressing physical, mental and financial health.

Access to well-being services and resources are offered through onsite activities and partnerships with external vendors, among other methods of delivery. IBMers worldwide have confidential, 24/7 access to critical mental health support through employee assistance programs and supplemental resources. Other programs include training for employees on resilience, ergonomics, and financial well-being.

In 2024, a resilience-building tool and a digital well-being solution were made available to all IBM employees worldwide. These resources offer a personalized approach to assist IBMers with making small changes – with big results. These resources foster healthier habits focused on physical, mental, and emotional well-being.

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## YEAR IN REVIEW

## Results of Continuing Operations

## Segment Details

As discussed in the "Organization of Information" section, we made changes to our organizational structure and management system in the first quarter of 2024. With these changes, we revised our reportable segments and updated the title of our segment performance metric from pre-tax income from continuing operations to segment profit. Prior-year results have been recast to reflect the January 2024 segment changes as described in note D, "Segments."

The table below presents each reportable segment's revenue and gross margin results, followed by an analysis of the 2024 versus 2023 reportable segment results. The segment details below are presented under our historical reported revenue categories. Refer to "Looking Forward" for changes to the revenue categories reported within our Software and Consulting reportable segments effective in the first quarter of 2025. These changes will not impact our Consolidated Financial Statements or our reportable segments.

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2024	2023 <sup>(1)</sup>			
<b>Revenue</b>					
Software	\$ 27,085	\$ 25,011		8.3 %	9.0 %
Gross margin	83.7 %	82.9 %		0.8 pts.	
Consulting	20,692	20,884		(0.9)%	0.6 %
Gross margin	27.0 %	26.8 %		0.3 pts.	
Infrastructure	14,020	14,593		(3.9)%	(2.7) %
Gross margin	55.8 %	56.1 %		(0.3)pts.	
Financing	713	741		(3.7)%	(2.5) %
Gross margin	47.9 %	48.1 %		(0.3)pts.	
Other	243	632		(61.6)%	(61.7) %
Gross margin	(352.8)%	(87.4)%		(265.3)pts.	
<b>Total revenue</b>	<b>\$ 62,753</b>	<b>\$ 61,860</b>		<b>1.4 %</b>	<b>2.5 %</b>
<b>Total gross profit</b>	<b>\$ 35,551</b>	<b>\$ 34,300</b>		<b>3.6 %</b>	
Total gross margin	56.7 %	55.4 %		1.2 pts.	
Non-operating adjustments					
Amortization of acquired intangible assets	724	631		14.6 %	
<b>Operating (non-GAAP) gross profit</b>	<b>\$ 36,275</b>	<b>\$ 34,931</b>		<b>3.8 %</b>	
Operating (non-GAAP) gross margin	57.8 %	56.5 %		1.3 pts.	

(1) Recast to reflect January 2024 segment changes.

## Software

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2024	2023 <sup>(1)</sup>			
<b>Software revenue</b>	<b>\$ 27,085</b>	<b>\$ 25,011</b>		<b>8.3 %</b>	<b>9.0 %</b>
Hybrid Platform & Solutions	18,808	17,396		8.1 %	8.7 %
Red Hat				11.4	12.0
Automation				14.2	14.8
Data & AI				1.6	2.2
Security				0.8	1.5
Transaction Processing	8,277	7,615		8.7	9.6

(1) Recast to reflect January 2024 segment changes.

Software revenue of \$27,085 million increased 8.3 percent as reported (9.0 percent adjusted for currency) in 2024 compared to the prior year, reflecting growth across all lines of business with double-digit growth in Red Hat and Automation and high single-digit growth in Transaction Processing. This revenue performance reflects the investments we have been making in Software, both organically and through acquisitions. Our investments in generative AI are contributing to growth, as we had strong demand for our generative AI products such as watsonx, Concert and our AI assistants. We also launched new products in the fourth quarter of 2024 including our next generation of watsonx Code Assistant and Guardium Quantum Safe. In 2024, we also had increased revenue contribution from acquisitions compared to the prior year, including Apptio and StreamSets and webMethods. In addition, we had solid growth in our recurring revenue and double-digit growth in our transactional software revenue in 2024, as we accelerated growth through innovation across our Software portfolio.

Hybrid Platform & Solutions revenue of \$18,808 million increased 8.1 percent as reported (8.7 percent adjusted for currency) in 2024 compared to the prior year. Within Hybrid Platform & Solutions, Red Hat revenue increased 11.4 percent as reported (12.0 percent adjusted for currency), which reflects the continued demand for our hybrid cloud solutions as clients are prioritizing application modernization on OpenShift containers and Ansible automation to optimize their IT spending and reduce operational complexity. In 2024, we had double-digit revenue growth in OpenShift and Ansible, and high single-digit revenue growth in RHEL. The growth in OpenShift revenue reflects increased volume in OpenShift Virtualization engagements, and we exited 2024 with OpenShift annual recurring revenue of \$1.4 billion. Automation revenue increased 14.2 percent as reported (14.8 percent adjusted for currency), driven by our SaaS subscription offerings such as AIOps and Management, which includes the higher revenue contribution from Apptio. Data & AI revenue increased 1.6 percent as reported (2.2 percent adjusted for currency), with strong growth in Data Fabric and our AI assistant for Customer Care, driven by client demand for our watsonx platform offerings, and strength in asset and supply chain management software which helps clients run sustainable operations. Security revenue increased 0.8 percent as reported (1.5 percent adjusted for currency), with revenue growth in data security and identity and access management, partially offset by a revenue decline in security threat management.

Across Hybrid Platform & Solutions, our annual recurring revenue (ARR) was \$15.3 billion exiting 2024, growing at a double-digit rate compared to the prior year. ARR is a key performance metric management uses to assess the health and growth trajectory of our Hybrid Platform & Solutions business within the Software segment. The metric was updated in the first quarter of 2024 to reflect the organizational changes described in the "Organization of Information" section above, and to simplify the calculation. ARR is calculated by using the current quarter's recurring revenue and then multiplying that value by four. This value includes the following consumption models: (1) software subscription agreements, including committed term licenses, (2) as-a-service arrangements such as SaaS and PaaS, and (3) maintenance and support contracts. ARR should be viewed independently of revenue as this performance metric and its inputs may not represent revenue that will be recognized in future periods.

Transaction Processing revenue of \$8,277 million increased 8.7 percent as reported (9.6 percent adjusted for currency) in 2024 compared to the prior year. The performance in 2024 is the result of the combination of clients' growing capacity demands, solid renewal rates, and increased contribution from our generative AI products, including watsonx code assistant for Z. This growth reflects the innovation and value of our transaction processing software, which helps our clients manage their most mission-critical workloads.

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change
For the year ended December 31:	2024	2023 <sup>(1)</sup>		
Software				
Gross profit	\$ 22,658	\$ 20,721		9.3 %
Gross profit margin	83.7 %	82.9 %		0.8 pts.
Segment profit	\$ 8,684	\$ 7,499		15.8 %
Segment profit margin	32.1 %	30.0 %		2.1 pts.

(1) Recast to reflect January 2024 segment changes.

Software gross profit margin of 83.7 percent in 2024 increased 0.8 points compared to the prior year. Segment profit of \$8,684 million increased 15.8 percent and pre-tax margin of 32.1 percent increased 2.1 points compared to the prior year. The year-to-year increases in segment profit and profit margin reflect our operating leverage driven by our revenue performance and the benefits of the productivity actions taken in 2024; partially offset by key investments across our software portfolio.

## Consulting

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2024	2023 <sup>(1)</sup>			
<b>Consulting revenue</b>	\$ 20,692	\$ 20,884		(0.9) %	0.6 %
Business Transformation	\$ 9,347	\$ 9,179		1.8 %	3.2 %
Technology Consulting	3,653	3,775		(3.2)	(1.5)
Application Operations	7,692	7,930		(3.0)	(1.5)

(1) Recast to reflect January 2024 segment changes.

Consulting revenue of \$20,692 million decreased 0.9 percent as reported, but increased 0.6 percent adjusted for currency in 2024 compared to the prior year. We had year-to-year revenue growth in Business Transformation, while revenue declined in Technology Consulting and Application Operations in 2024. During 2024, we operated in a dynamic macroeconomic environment following our strong performance in 2023, as clients reprioritized their IT spend toward digital transformation and AI initiatives for cost optimization and operational efficiency. We continued to focus on rapidly evolving our offerings and enhancing investments in skills and capabilities to align with these priorities. Our ability to address client demands contributed to Consulting signings growth in 2024 compared to the prior year. Our generative AI offerings contributed to this signings growth, as clients recognized the value we bring in accelerating their digital transformations through our extensive industry and enterprise AI expertise. Our Red Hat consulting practice grew at a double-digit rate in 2024, with revenue contribution across Consulting and ended the year with total revenue of approximately \$3 billion. In addition, Consulting revenue and signings generated through our strategic partnerships continued to grow, contributing double-digit revenue growth year to year. We are actively investing to enhance our skills and capabilities to address our clients' top priorities, including our fourth-quarter 2024 acquisition of Accelalpha, a global Oracle services provider.

Business Transformation revenue of \$9,347 million increased 1.8 percent as reported (3.2 percent adjusted for currency) compared to the prior year, driven by revenue growth in transformation projects for finance, supply chain, and data.

Technology Consulting revenue of \$3,653 million decreased 3.2 percent as reported (1.5 percent adjusted for currency), driven by a decline in client spending on application development; partially offset by revenue growth in cloud-based application modernization projects.

Application Operations revenue of \$7,692 million decreased 3.0 percent as reported (1.5 percent adjusted for currency), as clients reprioritized spending away from on-premise customized services.

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change
For the year ended December 31:	2024	2023 <sup>(1)</sup>		
<b>Consulting</b>				
Gross profit	\$ 5,589	\$ 5,588		0.0 %
Gross profit margin	27.0 %	26.8 %		0.3 pts.
Segment profit	\$ 2,054	\$ 2,130		(3.6)%
Segment profit margin	9.9 %	10.2 %		(0.3)pts.

(1) Recast to reflect January 2024 segment changes.

Consulting gross profit margin increased 0.3 points to 27.0 percent compared to the prior year. Segment profit of \$2,054 million decreased 3.6 percent and segment profit margin decreased 0.3 points to 9.9 percent compared to the prior year. The segment profit and profit margin performance reflects the investment in skills and capabilities we have made to meet the priorities of our clients, partially offset by the benefits from the productivity actions we took in 2024.



## Management Discussion

International Business Machines Corporation and Subsidiary Companies

## Consulting Signings and Book-to-Bill

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2024	2023 <sup>(1)</sup>			
Total Consulting signings	\$ 25,103	\$ 24,305		3.3 %	4.7 %

(1) Recast to reflect January 2024 segment changes.

Consulting signings grew 3.3 percent as reported (4.7 percent adjusted for currency) in 2024, driven by our strong performance in signings in the fourth quarter of 2024. This performance reflects our ability to address client demands and the contribution of our generative AI solutions that help clients accelerate their digital transformations. Our book-to-bill ratio over the trailing twelve months was 1.21. Book-to-bill represents the ratio of IBM Consulting signings to its revenue over the same period and is a useful indicator of the demand for our business over time.

Signings are management's initial estimate of the value of a client's commitment under a services contract within IBM Consulting. There are no third-party standards or requirements governing the calculation of signings. The calculation used by management involves estimates and judgments to gauge the extent of a client's commitment, including the type and duration of the agreement and the presence of termination charges or wind-down costs.

Contract extensions and increases in scope are treated as signings only to the extent of the incremental new value. Total signings can vary over time due to a variety of factors including, but not limited to, the timing of signing a small number of larger contracts. Signings associated with an acquisition will be recognized on a prospective basis.

Management believes the estimated values of signings disclosed provide an indication of our forward-looking revenue. Signings are used to monitor the performance of the business and viewed as useful information for management and shareholders. The conversion of signings into revenue may vary based on the types of services and solutions, contract duration, customer decisions, and other factors, which may include, but are not limited to, the macroeconomic environment.

## Infrastructure

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2024	2023			
Infrastructure revenue	\$ 14,020	\$ 14,593		(3.9)%	(2.7) %
Hybrid Infrastructure	\$ 8,913	\$ 9,215		(3.3)%	(2.3) %
IBM Z				(10.0)	(8.9)
Distributed Infrastructure				1.6	2.6
Infrastructure Support	5,107	5,377		(5.0)	(3.4)

Infrastructure revenue of \$14,020 million decreased 3.9 percent as reported (2.7 percent adjusted for currency) as compared to the prior year, reflecting product cycle dynamics within Hybrid Infrastructure and Infrastructure Support.

Hybrid Infrastructure revenue of \$8,913 million decreased 3.3 percent as reported (2.3 percent adjusted for currency) as compared to the prior year. Within Hybrid Infrastructure, IBM Z revenue decreased 10.0 percent as reported (8.9 percent adjusted for currency) on a year-to-year basis. At the end of 2024, z16 was in its eleventh quarter of availability, and the combination of resiliency, reliability, and security of this platform continues to resonate with clients. The total revenue performance from the z16 program has outpaced prior Z cycles, and program-to-date installed MIPS have increased more than 30 percent as clients' capacity needs continued to grow. IBM Z remains an enduring platform for mission-critical workloads, driving hardware adoption as well as related software, storage and services. Distributed Infrastructure revenue increased 1.6 percent as reported (2.6 percent adjusted for currency), driven primarily by double-digit growth in Storage systems, partially offset by a decline in cloud platform revenue. Storage revenue performance was driven by growth in high-end storage tied to the z16 platform and solutions tailored to protect, manage and access data for generative AI. In the fourth quarter of 2024, we introduced new innovation within Storage designed to give clients the ability to scale storage capacity to meet the growing data demands to support the next generation of AI workloads and projects.

Infrastructure Support revenue of \$5,107 million decreased 5.0 percent as reported (3.4 percent adjusted for currency), driven by volume declines in support of non-IBM equipment and IBM product cycle dynamics.

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change
For the year ended December 31:	2024		2023 <sup>(1)</sup>	
<b>Infrastructure</b>				
Gross profit	\$	7,819	\$	8,187 (4.5) %
Gross profit margin		55.8 %		56.1 % (0.3) pts.
Segment profit	\$	2,450	\$	2,828 (13.4) %
Segment profit margin		17.5 %		19.4 % (1.9) pts.

(1) Recast to reflect January 2024 segment changes.

Infrastructure gross profit margin decreased 0.3 points to 55.8 percent in 2024 compared to the prior year, reflecting product cycle dynamics within both Hybrid Infrastructure and Infrastructure Support. Segment profit of \$2,450 million decreased 13.4 percent and segment profit margin decreased 1.9 points to 17.5 percent primarily driven by product cycle dynamics and the investments in innovation we continued to make across IBM Z, Power and Storage systems in support of our clients' increasing demand for capacity, reliability and security, and the integration of generative AI across their enterprises. The impact to segment profit from these increased investments was partially offset by a year-to-year increase in intellectual property and custom development income in 2024.

#### Financing

Refer to pages 41 through 42 for a discussion of Financing's segment results.

#### Geographic Revenue

In addition to the revenue presentation by reportable segment, we also measure revenue performance on a geographic basis.

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2024		2023		
<b>Total revenue</b>	\$	62,753	\$	61,860 1.4 %	2.5 %
Americas	\$	31,266	\$	31,666 (1.3) %	(0.7) %
Europe/Middle East/Africa		19,429		18,492 5.1	4.7
Asia Pacific		12,058		11,702 3.0	7.9

Geographic revenue performance for 2024 as compared to 2023:

Americas revenue decreased 1.3 percent as reported and 0.7 percent adjusted for currency. The U.S. decreased 0.5 percent. Canada decreased 4.5 percent as reported and 2.9 percent adjusted for currency. Latin America decreased 3.5 percent as reported, but was flat adjusted for currency. Within Latin America, Brazil revenue decreased 9.4 percent as reported and 5.0 percent adjusted for currency.

EMEA revenue increased 5.1 percent as reported and 4.7 percent adjusted for currency. Germany increased 14.5 percent as reported and 15.1 percent adjusted for currency. The UK increased 4.3 percent as reported and 1.8 percent adjusted for currency. Italy increased 3.5 percent as reported and 3.9 percent adjusted for currency. France was flat both as reported and adjusted for currency.

Asia Pacific revenue increased 3.0 percent as reported and 7.9 percent adjusted for currency. Japan revenue increased 7.6 percent as reported and 16.2 percent adjusted for currency. China decreased 7.2 percent as reported and 6.1 percent adjusted for currency. Australia decreased 3.6 percent as reported and 2.6 percent adjusted for currency. India decreased 1.5 percent as reported, but was flat adjusted for currency.

## Management Discussion

International Business Machines Corporation and Subsidiary Companies

## Total Expense and Other (Income)

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change
For the year ended December 31:	2024	2023		
Total expense and other (income) <sup>(1)</sup>	\$ 29,754	\$ 25,610		16.2 %
Non-operating adjustments				
Amortization of acquired intangible assets	(1,107)	(996)		11.1
Acquisition-related charges	(122)	(33)		271.1
Non-operating retirement-related (costs)/income <sup>(1)</sup>	(3,457)	39		NM
<b>Operating (non-GAAP) expense and other (income)</b>	<b>\$ 25,068</b>	<b>\$ 24,620</b>		<b>1.8 %</b>
Total expense-to-revenue ratio	47.4 %	41.4 %		6.0 pts.
Operating (non-GAAP) expense-to-revenue ratio	39.9 %	39.8 %		0.1 pts.

(1) 2024 includes the impact of pension settlement charges of \$3.1 billion. Refer to note U, "Retirement-Related Benefits," for additional information.

NM—Not meaningful

Our expense dynamics in 2024 reflect our continued investment to execute our hybrid cloud and AI strategy. We remain focused on our productivity initiatives as we digitally transform our business processes and scale AI within IBM. This includes simplifying our application and infrastructure environments, aligning our teams by workflow and enabling a higher value-add workforce through automation and AI-driven efficiencies. These productivity initiatives allowed for continued investments to drive innovation in our portfolio.

Total expense and other (income) increased 16.2 percent in 2024 versus the prior year primarily driven by the pension settlement charges of \$3.1 billion in 2024, higher spending reflecting our continued investment in portfolio innovation to drive our strategy and higher workforce rebalancing charges; partially offset by the benefits from productivity and the actions taken to transform our operations, higher gains from divestitures, and the effects of currency.

Total operating (non-GAAP) expense and other (income) increased 1.8 percent year to year, driven primarily by the factors described above, excluding the pension settlement charges.

For additional information regarding total expense and other (income) for both expense presentations, refer to the following analyses by category.

## Selling, General and Administrative Expense

(\$ in millions)

				Yr.-to-Yr. Percent Change
For the year ended December 31:	2024	2023		
<b>Selling, general and administrative expense</b>				
Selling, general and administrative—other	\$ 16,047	\$ 15,706		2.2 %
Advertising and promotional expense	1,173	1,237		(5.2)
Workforce rebalancing charges	696	438		58.8
Amortization of acquired intangible assets	1,105	995		11.0
Stock-based compensation	690	616		12.0
Provision for/(benefit from) expected credit loss expense	(21)	10		NM
<b>Total selling, general and administrative expense</b>	<b>\$ 19,688</b>	<b>\$ 19,003</b>		<b>3.6 %</b>
Non-operating adjustments				
Amortization of acquired intangible assets	(1,105)	(995)		11.0
Acquisition-related charges	(55)	(44)		23.8
<b>Operating (non-GAAP) selling, general and administrative expense</b>	<b>\$ 18,529</b>	<b>\$ 17,964</b>		<b>3.1 %</b>

NM—Not meaningful

Total selling, general and administrative (SG&A) expense increased 3.6 percent in 2024 versus 2023, driven primarily by the following factors:

- Higher net spending (3 points), including expenses of acquired businesses (1 point), as a result of our continued investment to drive our hybrid cloud and AI strategy; partially offset by benefits from productivity and the actions taken to transform our operations; and
- Higher workforce rebalancing charges (1 point) to address stranded costs and accelerate our productivity initiatives; partially offset by
- The effects of currency (1 point).

Operating (non-GAAP) SG&A expense increased 3.1 percent year to year primarily driven by the same factors.

Expected credit loss was a benefit of \$21 million in 2024 as compared to a provision of \$10 million in 2023. The year-to-year change was primarily driven by lower specific reserve requirements in the current year. Refer to "Receivables and Allowances" section on page 25 for additional information.

Research, Development and Engineering Expense

(\$ in millions)				Yr.-to-Yr. Percent Change
For the year ended December 31:		2024	2023	
Total research, development and engineering	\$	7,479	\$ 6,775	10.4 %

Research, development and engineering (RD&E) expense increased 10.4 percent in 2024 versus 2023, primarily driven by investments to drive innovation in AI, hybrid cloud and quantum, as well as in Infrastructure ahead of our next IBM Z cycle in 2025.

Intellectual Property and Custom Development Income

(\$ in millions)				Yr.-to-Yr. Percent Change
For the year ended December 31:		2024	2023	
Intellectual property income <sup>(1) (2)</sup>	\$	329	\$ 374	(12.1)%
Custom development income		667	485	37.5
<b>Total</b>	<b>\$</b>	<b>996</b>	<b>\$ 860</b>	<b>15.9 %</b>

(1) Includes licensing, royalty-based fees and sales.

(2) Prior-year amounts have been reclassified to conform to the change in 2024 presentation.

Total Intellectual Property and Custom Development Income increased 15.9 percent in 2024 compared to 2023. The increase was primarily driven by joint development and licensing agreements with a Japanese consortium to leverage our intellectual property and expertise on advanced semiconductors.

The timing and amount of licensing, sales or other transfers of IP may vary significantly from period to period depending upon the timing of licensing agreements, economic conditions, industry consolidation and the timing of new patents and know-how development.

## Management Discussion

International Business Machines Corporation and Subsidiary Companies

## Other (Income) and Expense

(\$ in millions)

				Yr.-to-Yr. Percent Change
For the year ended December 31:	2024	2023		
<b>Other (income) and expense</b>				
(Gains)/losses on foreign currency transactions	\$ (458)	\$ 116		NM
(Gains)/losses on derivative instruments <sup>(1)</sup>	515	(17)		NM
Interest income	(747)	(670)		11.4 %
Net (gains)/losses from securities and investment assets	(20)	(39)		(49.4)
Retirement-related costs/(income)	3,457	(39)		NM
Other	(877)	(266)		230.3
<b>Total other (income) and expense</b>	<b>\$ 1,871</b>	<b>\$ (914)</b>		<b>NM</b>
<b>Non-operating adjustments</b>				
Amortization of acquired intangible assets	(2)	(1)		144.6
Acquisition-related charges <sup>(1)</sup>	(68)	11		NM
Non-operating retirement-related costs/(income)	(3,457)	39		NM
<b>Operating (non-GAAP) other (income) and expense</b>	<b>\$ (1,656)</b>	<b>\$ (866)</b>		<b>91.3 %</b>

(1) 2024 and 2023 include the impact of a \$68 million loss and \$12 million gain, respectively, recognized on foreign exchange derivative contracts entered into by the company prior to the acquisition of StreamSets and webMethods from Software AG. Refer to note S, "Derivative Financial Instruments," for additional information.

NM—Not meaningful

Total other (income) and expense was \$1,871 million of expense in 2024 compared to income of \$914 million in 2023. The year-to-year change was primarily driven by:

- Non-operating retirement-related cost of \$3,457 million in the current-year period versus \$39 million of income in the prior-year period primarily driven by the impact of the pension settlement charges of \$3,113 million in 2024 and an increase in recognized actuarial losses due to the change in amortization period of the Qualified PPP, effective January 1, 2024. Refer to note U, "Retirement-Related Benefits," for additional information; and
- Lower gains on land/building dispositions (\$126 million) included in "Other"; partially offset by
- A gain of \$349 million from the sale of certain QRadar SaaS assets in 2024, included in "Other". Refer to note E, "Acquisitions & Divestitures," for additional information; and
- Higher gains on divestitures (\$206 million) primarily driven by the divestiture of The Weather Company assets (\$243 million), included in "Other". Refer to note E, "Acquisitions & Divestitures," for additional information; and
- Higher gains on sales of intangibles (\$87 million) included in "Other"; and
- Higher interest income (\$77 million) primarily driven by a higher average cash balance in the current year.

Operating (non-GAAP) other (income) and expense was income of \$1,656 million in 2024 and increased \$790 million compared to the prior year. The year-to-year change was primarily driven by the gain recognized from the sale of certain QRadar SaaS assets in the current year, higher gains on divestitures and sales of intangibles and higher interest income.

## Interest Expense

(\$ in millions)

				Yr.-to-Yr. Percent Change
For the year ended December 31:	2024	2023		
Total interest expense	\$ 1,712	\$ 1,607		6.5 %

Interest expense of \$1,712 million in 2024 increased \$105 million compared to 2023. Interest expense is presented in cost of financing in the Consolidated Income Statement only if the related external borrowings are to support the Financing external business. Over interest expense (excluding capitalized interest) in 2024 was \$2,048 million, an increase of \$108 million year to year primarily driven by higher average interest rates.

### Stock-Based Compensation

Pre-tax stock-based compensation cost of \$1,311 million increased \$178 million compared to 2023. This was primarily due to increases from restricted stock units (\$108 million), performance share units (\$36 million), stock options (\$23 million) and employees stock purchase plan (\$11 million). The increases were primarily driven by stock-based compensation awards granted as part of our annual cycles for executives and other employees. The year-to-year change in stock-based compensation cost was reflected in the following categories: Cost: \$223 million, up \$33 million; SG&A expense: \$690 million, up \$74 million; and RD&E expense: \$398 million, up \$70 million.

### Retirement-Related Plans

The following table provides the total pre-tax cost for all retirement-related plans. Total operating costs/(income) are included in the Consolidated Income Statement within the caption (e.g., Cost, SG&A, RD&E) relating to the job function of the plan participants.

(\$ in millions)

					Yr.-to-Yr. Percent Change
For the year ended December 31:	2024		2023		
<b>Retirement-related plans—cost</b>					
Service cost	\$	568	\$	183	209.8 %
Multi-employer plans		13		13	(3.7)
Cost of defined contribution plans		440		991	(55.6)
<b>Total operating costs/(income)</b>	\$	1,021	\$	1,188	(14.0)%
Interest cost	\$	2,135	\$	2,415	(11.6)%
Expected return on plan assets		(2,800)		(2,971)	(5.7)
Recognized actuarial losses		967		508	90.2
Amortization of prior service costs/(credits)		(7)		(9)	(17.9)
Curtailments/settlements <sup>(1)</sup>		3,159		5	NM
Other costs		3		13	(74.7)
<b>Total non-operating costs/(income) <sup>(1)</sup></b>	\$	3,457	\$	(39)	NM
<b>Total retirement-related plans—cost <sup>(1)</sup></b>	\$	4,478	\$	1,149	289.7 %

(1) 2024 includes pension settlement charges of \$3.1 billion. Refer to note U, "Retirement-Related Benefits," for additional information.

NM—Not meaningful

Total pre-tax retirement-related plan cost increased by \$3,329 million compared to 2023, primarily due to a increase in curtailments/settlements (\$3,154 million) primarily driven by the pension settlement charges in 2024, higher recognized actuarial losses (\$459 million), higher service cost (\$385 million) and lower expected returns on plan assets (\$171 million); partially offset by lower cost of defined contribution plans (\$551 million) and lower interest costs (\$280 million).

As discussed in the "Operating (non-GAAP) Earnings" section, we characterize certain retirement-related costs as operating and others as non-operating. Utilizing this characterization, operating retirement-related costs in 2024 were \$1,021 million, a decrease of \$167 million compared to 2023, primarily driven by lower cost of defined contribution plans (\$551 million), partially offset by higher service cost (\$385 million) due to U.S. retirement plan changes effective January 1, 2024. Including the related employee salary increase effective January 1, 2024, the net impact to our operating costs from the U.S. retirement plan changes was immaterial for the current year. Refer to note U, "Retirement-Related Benefits," for additional information. Non-operating cost was \$3,457 million in 2024 as compared to income of \$39 million in 2023. The year-to-year change in non-operating costs was driven primarily by the pension settlement charges in the current year and higher recognized actuarial losses; partially offset by lower interest costs.

### Income Taxes

The continuing operations effective tax rate for 2024 was (3.8) percent compared to 13.5 percent in 2023. The current-year effective tax rate was primarily driven by the tax impact of the pension settlement charges and the resolution of certain tax audit matters. The operating (non-GAAP) effective tax rate for 2024 was 13.6 percent compared to 14.0 percent in 2023. For additional information, refer to note G, "Taxes."

## Management Discussion

International Business Machines Corporation and Subsidiary Companies

## Financial Position

## Dynamics

Our balance sheet at December 31, 2024 continues to provide us with flexibility to support and invest in the business.

Cash and cash equivalents, restricted cash and marketable securities at December 31, 2024 were \$14,804 million, an increase of \$1,342 million compared to prior-year end. Total debt of \$54,973 million decreased \$1,574 million compared to December 31, 2023. We continue to manage our debt levels while being acquisitive and without sacrificing investments in our business.

During 2024, we generated \$13,445 million in cash from operating activities, compared to \$13,931 million in 2023. While cash provided by financing receivables declined year to year from business variability, we had performance-related improvements within net income driving an increase within cash from operating activities. Our free cash flow for 2024 was \$12,749 million, an increase of \$1,538 million versus the prior year. Refer to page 35 for additional information on free cash flow. Our cash generation enables us to continue investing in innovation and expertise across the portfolio, while returning value to shareholders through dividends. We invested \$3,289 million in acquisitions and returned \$6,147 million to shareholders through dividends in 2024.

Consistent with accounting standards, the company remeasured the funded status of our retirement and postretirement plans at December 31. The overall net underfunded position at December 31, 2024 was \$2,657 million, a decrease of \$1,348 million from the prior-year end, primarily due to higher discount rates. At year end, our qualified defined benefit pension plans were well funded and the required contributions related to these plans and multi-employer plans are expected to be \$100 million in 2025. In 2024, the return on the U.S. Personal Pension Plan assets was 2.6 percent and the plan was 136 percent funded at December 31, 2024. Overall, global asset returns were 2.0 percent and the qualified defined benefit plans worldwide were 116 percent funded at December 31, 2024.

## IBM Working Capital

(\$ in millions)

At December 31:	2024		2023	
Current assets	\$	34,482	\$	32,908
Current liabilities	\$	33,142	\$	34,122
<b>Working capital</b>	<b>\$</b>	<b>1,340</b>	<b>\$</b>	<b>(1,214)</b>
Current ratio		1.04:1		0.96:1

Working capital increased \$2,554 million from the year-end 2023 position. Current assets increased \$1,574 million (\$2,707 million adjusted for currency) primarily in cash and cash equivalents, and short-term financing receivables. Current liabilities decreased \$980 million (increased \$37 million adjusted for currency) as a result of a decrease in short-term debt mainly due to maturities; partially offset by an increase in deferred income.

## Receivables and Allowances

## Roll Forward of Total IBM Receivables Allowance for Credit Losses

(\$ in millions)

January 1, 2024	Additions/ (Releases) <sup>(1)</sup>	Write-offs <sup>(2)</sup>	Foreign currency and other <sup>(3)</sup>	December 31, 2024
\$457	\$(18)	\$(146)	\$(21)	\$273

(1) Additions/(Releases) for allowance for credit losses are recorded in expense.

(2) Refer to note A, "Significant Accounting Policies," for additional information regarding allowance for credit loss write-offs.

(3) Other includes additions/(releases) related to discontinued operations.

Excluding receivables classified as held for sale, the total IBM receivables provision coverage was 1.4 percent at December 31, 2024, a decrease of 80 basis points compared to December 31, 2023. The decrease in coverage is due to declines in reserves primarily driven by write-offs. The majority of the write-offs during the year were related to receivables which had been previously reserved and were considered uncollectible as the related customer is no longer in operation, or there was no reasonable expectation of repossession or additional collections primarily due to the age of the receivables. Write-offs also includes about \$60 million of previously reserved receivables from discontinued operations. Refer to Financing's "Financial Position" on page 42 for additional details regarding the Financing segment receivables and allowances.

## Noncurrent Assets and Liabilities

(\$ in millions)				
At December 31:	2024		2023	
Noncurrent assets	\$	102,693	\$	102,333
Long-term debt	\$	49,884	\$	50,121
Noncurrent liabilities (excluding debt)	\$	26,756	\$	28,385

The increase in noncurrent assets of \$360 million (\$2,453 million adjusted for currency) was primarily due to an increase in goodwill primarily from the StreamSets and webMethods acquisition; partially offset by currency impacts.

Long-term debt decreased \$237 million (increased \$761 million adjusted for currency) primarily driven by reclassifications to short-term debt to reflect upcoming maturities and currency impacts; partially offset by our first-quarter 2024 debt issuances.

Noncurrent liabilities (excluding debt) decreased \$1,629 million (\$337 million adjusted for currency) primarily driven by lower retirement and postretirement benefit obligations.

## Debt

Our funding requirements are continually monitored as we execute our strategies to manage the overall asset and liability profile. Additionally, we maintain sufficient flexibility to access global funding sources as needed.

(\$ in millions)				
At December 31:	2024		2023	
Total debt	\$	54,973	\$	56,547
Financing segment debt <sup>(1)</sup>	\$	12,116	\$	11,879
Non-Financing debt	\$	42,858	\$	44,668

(1) Refer to Financing's "Financial Position" on page 41 for additional details.

Total debt of \$54,973 million decreased \$1,574 million (\$536 million adjusted for currency) from December 31, 2023, primarily driven by maturities of \$6,615 million; partially offset by proceeds from issuances of \$5,705 million.

Non-Financing debt of \$42,858 million decreased \$1,810 million (\$1,029 million adjusted for currency) from December 31, 2023, primarily driven by maturities; partially offset by proceeds from issuances.

Financing segment debt of \$12,116 million increased \$236 million (\$493 million adjusted for currency) from December 31, 2023, primarily due to higher funding requirements associated with financing receivables.

Financing provides financing solutions predominantly for IBM's external client assets, and the debt used to fund Financing assets is primarily composed of intercompany loans. Total debt changes generally correspond with the level of client and commercial financing receivables, the level of cash and cash equivalents, the change in intercompany and external payables and the change in intercompany investment from IBM. The terms of the intercompany loans are set by the company to substantially match the term, currency and interest rate variability underlying the financing receivable. The Financing debt-to-equity ratio remained at 9.0 to 1 at December 31, 2024.

Interest expense relating to debt supporting Financing's external client and internal business is included in the "Financing Results of Operations" and in note D, "Segments." In the Consolidated Income Statement, the external debt-related interest expense supporting Financing's internal financing to the company is classified as interest expense.



#### Equity

Total equity increased \$4,780 million from December 31, 2023, primarily driven by an increase from net income of \$6,023 million which includes the impact of the pension settlement charges of \$2,407 million net of tax, a decrease in accumulated other comprehensive loss of \$3,492 million driven by retirement-related benefit plans primarily due to the pension settlement charges and amortization of net losses, and an increase in common stock of \$1,737 million; partially offset by dividends paid of \$6,147 million.

#### Cash Flow

Our cash flows from operating, investing and financing activities, as reflected in the Consolidated Statement of Cash Flows on page 49, are summarized in the table below. These amounts also include the cash flows associated with the Financing business.

(\$ in millions)

For the year ended December 31:	2024	2023
Net cash provided by/(used in)		
Operating activities	\$ 13,445	\$ 13,931
Investing activities	(4,937)	(7,070)
Financing activities	(7,079)	(1,769)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(359)	9
Net change in cash, cash equivalents and restricted cash	\$ 1,071	\$ 5,101

During 2024, we generated \$13,445 million in cash from operating activities, compared to \$13,931 million in 2023. While cash provided by financing receivables declined year to year due to variability in volumes, we had performance-related improvements within net income driving an increase within cash from operating activities.

Net cash used in investing activities decreased \$2,133 million mainly driven by the Aptio acquisition in 2023, an increase in cash provided by divestitures from the sale of The Weather Company assets and an increase in cash from disposition of property, plant and equipment/other mainly driven by proceeds from the sale of certain QRadar SaaS assets; partially offset by the current year acquisition of StreamSets and webMethods and higher net purchases of marketable securities and other investments.

Net cash used in financing activities increased \$5,309 million mainly due to an decrease in net cash provided by debt of \$5,377 million primarily driven by a lower level of debt issuances and a higher level of maturities in the current year compared to 2023.

## GAAP Reconciliation

The tables below provide a reconciliation of our income statement results as reported under GAAP to our operating earnings presentation which is a non-GAAP measure. Management's calculation of operating (non-GAAP) earnings, as presented, may differ from similarly titled measures reported by other companies. Please refer to the "Operating (non-GAAP) Earnings" section for management's rationale for presenting operating earnings information.

(\$ in millions except per share amounts)

			Acquisition- Related Adjustments		Retirement- Related Adjustments <sup>(1)</sup>		U.S. Tax Reform Impacts <sup>(2)</sup>		Operating (non-GAAP)
<b>For the year ended December 31, 2024:</b>									
Gross profit	\$	35,551	\$	724	\$	—	\$	—	\$ 36,275
Gross profit margin		56.7 %		1.2 pts.		— pts.		— pts.	57.8 %
SG&A	\$	19,688	\$	(1,159)	\$	—	\$	—	\$ 18,529
Other (income) and expense <sup>(3)</sup>		1,871		(70)		(3,457)		—	(1,656)
Total expense and other (income)		29,754		(1,229)		(3,457)		—	25,068
Pre-tax income from continuing operations		5,797		1,953		3,457		—	11,207
Pre-tax margin from continuing operations		9.2 %		3.1 pts.		5.5 pts.		— pts.	17.9 %
Provision for/(benefit from) income taxes <sup>(4)</sup>	\$	(218)	\$	497	\$	790	\$	455	\$ 1,523
Effective tax rate		(3.8)%		5.1 pts.		8.2 pts.		4.1 pts.	13.6 %
Income from continuing operations	\$	6,015	\$	1,456	\$	2,668	\$	(455)	\$ 9,684
Income margin from continuing operations		9.6 %		2.3 pts.		4.3 pts.		(0.7)pts.	15.4 %
Diluted earnings per share from continuing operations	\$	6.42	\$	1.55	\$	2.85	\$	(0.49)	\$ 10.33

\$ in millions except per share amounts)

			Acquisition- Related Adjustments		Retirement- Related Adjustments		U.S. Tax Reform Impacts		Operating (non-GAAP)
<b>For the year ended December 31, 2023:</b>									
Gross profit	\$	34,300	\$	631	\$	—	\$	—	\$ 34,931
Gross profit margin		55.4%		1.0pts.		—pts.		—pts.	56.5%
SG&A	\$	19,003	\$	(1,039)	\$	—	\$	—	\$ 17,964
Other (income) and expense		(914)		10		39		—	(866)
Total expense and other (income) <sup>(3)</sup>		25,610		(1,029)		39		—	24,620
Pre-tax income from continuing operations		8,690		1,660		(39)		—	10,311
Pre-tax margin from continuing operations		14.0%		2.7pts.		(0.1)pts.		—pts.	16.7%
Provision for income taxes <sup>(4)</sup>	\$	1,176	\$	368	\$	(8)	\$	(95)	\$ 1,441
Effective tax rate		13.5%		1.4pts.		0.0pts.		(0.9)pts.	14.0%
Income from continuing operations	\$	7,514	\$	1,292	\$	(30)	\$	95	\$ 8,870
Income margin from continuing operations		12.1%		2.1pts.		0.0pts.		0.2pts.	14.3%
Diluted earnings per share from continuing operations	\$	8.15	\$	1.40	\$	(0.03)	\$	0.10	\$ 9.62

(1) Retirement-Related Adjustments in 2024 includes the impact of pension settlement charges of \$3.1 billion (\$2.4 billion net of tax). Refer to note U, "Retirement-Related Benefits," for additional information.

(2) 2024 includes a benefit from income taxes due to the resolution of certain tax audit matters.

(3) Acquisition-Related Adjustments in 2024 and 2023 include the impact of a \$68 million loss and \$12 million gain, respectively, recognized on foreign exchange derivative contracts entered into by the company prior to the acquisition of StreamSets and webMethods from Software AG. Refer to note S, "Derivative Financial Instruments," for additional information.

(4) The tax impact on operating (non-GAAP) pre-tax income is calculated under the same accounting principles applied to the GAAP pre-tax income.

## Management Discussion

International Business Machines Corporation and Subsidiary Companies

## PRIOR YEAR IN REVIEW

This section provides a summary of our segment results and year-to-year comparisons between 2023 and 2022. These segment results have been recast to conform to our segment changes effective first-quarter 2024. There was no change to our consolidated results. Refer to "Year in Review" section of our "Management Discussion," (pages 17 to 28), of our 2023 Annual Report on Form 10-K for a discussion of all other details of our financial condition and results of operations for the year ended December 31, 2023 compared to the year ended December 31, 2022.

## Segment Details

The table below presents each reportable segment's revenue and gross margin results which are presented on a comparable basis. Refer to "Organization of Information" section of "Management Discussion" and note D, "Segments," for additional information on the recast of our segment financial results for 2023 and 2022.

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>			
<b>Revenue</b>					
Software	\$ 25,011	\$ 23,629		5.8 %	5.9 %
Gross margin	82.9 %	82.5 %		0.4 pts.	
Consulting	20,884	20,058		4.1 %	5.6 %
Gross margin	26.8 %	25.8 %		0.9 pts.	
Infrastructure	14,593	15,288		(4.5)%	(3.9) %
Gross margin	56.1 %	52.8 %		3.3 pts.	
Financing	741	645		14.8 %	15.0 %
Gross margin	48.1 %	38.3 %		9.8 pts.	
Other	632	909		(30.5)%	(31.6) %
Gross margin	(87.4)%	(32.9)%		(54.5)pts.	
<b>Total revenue</b>	\$ 61,860	\$ 60,530		2.2 %	2.9 %
<b>Total gross profit</b>	\$ 34,300	\$ 32,687		4.9 %	
Total gross margin	55.4 %	54.0 %		1.4 pts.	
Non-operating adjustments					
Amortization of acquired intangible assets	631	682		(7.5)%	
<b>Operating (non-GAAP) gross profit</b>	\$ 34,931	\$ 33,370		4.7 %	
Operating (non-GAAP) gross margin	56.5 %	55.1 %		1.3 pts.	

(1) Recast to reflect January 2024 segment changes.

## Software

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>			
<b>Software revenue</b>	\$ 25,011	\$ 23,629		5.8 %	5.9 %
Hybrid Platform & Solutions	\$ 17,396	\$ 16,458		5.7 %	5.8 %
Red Hat				9.1	9.0
Automation				3.4	3.6
Data & AI				6.0	6.4
Security				(1.4)	(1.4)
Transaction Processing	7,615	7,171		6.2	6.3

(1) Recast to reflect January 2024 segment changes.

Software revenue of \$25,011 increased 5.8 percent as reported (5.9 percent adjusted for currency) in 2023 compared to the prior year, driven by growth in both Hybrid Platform & Solutions and Transaction Processing. The growth in Hybrid Platform & Solutions was led by Red Hat, Automation and Data & AI. In Transaction Processing, our IBM Z platform continued to drive client demand. Our Software revenue performance in 2023 reflected growth in our high-value, recurring revenue base, which was approximately 80 percent of our annual software revenue, as well as transactional revenue.

Hybrid Platform & Solutions revenue of \$17,396 increased 5.7 percent as reported (5.8 percent adjusted for currency) in 2023 compared to the prior year. Within Hybrid Platform & Solutions, Red Hat revenue increased 9.1 percent as reported (9.0 percent adjusted for currency) led by double-digit growth in OpenShift and Ansible, and solid growth in RHEL. OpenShift continued its strong performance with annual recurring revenue of \$1.2 billion exiting 2023. Automation revenue increased 3.4 percent as reported (3.6 percent adjusted for currency), with strength in AIOps and Management solutions as clients looked to optimize business performance and enhance productivity. Data & AI revenue increased 6.0 percent as reported (6.4 percent adjusted for currency), reflecting demand for data management as clients prepared for generative AI, and strength in asset and supply chain management software which helps clients run sustainable operations. Security revenue decreased 1.4 percent as reported and adjusted for currency. While we had revenue declines in security threat management and identity and access management, we delivered revenue growth in data security.

Across Hybrid Platform & Solutions, our annual recurring revenue (ARR) was \$13.8 billion exiting 2023. ARR is a key performance metric management uses to assess the health and growth trajectory of our Hybrid Platform & Solutions business within the Software segment. Refer to the "Year in Review" section on page 17 for our definition of ARR.

Transaction Processing revenue of \$7,615 million increased 6.2 percent as reported (6.3 percent adjusted for currency) in 2023 compared to the prior year. Clients continued to value this portfolio of mission-critical software in support of growing workloads on our hardware platforms, such as IBM Z. This, together with price increases, contributed to growth in both recurring and transactional revenue in Transaction Processing.

(\$ in millions)

				Yr.-to-Yr. Percent/ Margin Change
For the year ended December 31:	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>		
<b>Software</b>				
Gross profit	\$ 20,721	\$ 19,483		6.4 %
Gross profit margin	82.9 %	82.5 %		0.4 pts.
Segment profit	\$ 7,499	\$ 7,012		6.9 %
Segment profit margin	30.0 %	29.7 %		0.3 pts.

(1) Recast to reflect January 2024 segment changes.

Software gross profit margin of 82.9 percent in 2023 increased 0.4 points compared to the prior year, primarily driven by margin expansion in software services due to portfolio mix. Segment profit of \$7,499 million increased 6.9 percent and segment profit margin of 30.0 percent increased 0.3 points compared to 2022. The year-to-year increases in segment profit and segment profit margin were driven by our solid revenue growth, higher gross profit contribution and the productivity actions that were taken; partially offset by key investments in innovation. Segment profit margin in 2023 included approximately 1 point of impact from currency.

## Consulting

(\$ in millions)

				Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>			
<b>Consulting revenue</b>	\$ 20,884	\$ 20,058	4.1 %		5.6 %
Business Transformation	\$ 9,179	\$ 8,834	3.9 %		5.3 %
Technology Consulting	3,775	3,730	1.2		2.8
Application Operations	7,930	7,494	5.8		7.3

(1) Recast to reflect January 2024 segment changes.

Consulting revenue of \$20,884 million increased 4.1 percent as reported (5.6 percent adjusted for currency) in 2023 compared to the prior year, with growth across all three business areas. This growth reflected the solid demand for our data and technology transformation projects with a focus on AI and analytics. Clients were also prioritizing cloud modernization and cloud-based application development projects. There was a consistent client focus throughout 2023 on digital transformation and AI initiatives to drive productivity and cost savings for their enterprises. Our integrated value proposition, investments in skills and strategic partnerships and focused execution differentiated us in the marketplace. Our strategic partnerships, which accounted for approximately 40 percent of Consulting revenue, delivered double-digit Consulting revenue growth in 2023 compared to the prior year.

## Management Discussion

International Business Machines Corporation and Subsidiary Companies

Business Transformation revenue of \$9,179 million increased 3.9 percent as reported (5.3 percent adjusted for currency) year to year, led by data and technology transformations including AI and analytics-focused projects, and finance and supply chain transformations.

Technology Consulting revenue of \$3,775 million increased 1.2 percent as reported (2.8 percent adjusted for currency), led by cloud-based application development and cloud modernization projects.

Application Operations revenue of \$7,930 million increased 5.8 percent as reported (7.3 percent adjusted for currency) driven by growth in platform engineering services and cloud application management.

(\$ in millions)

			Yr.-to-Yr. Percent/Margin Change	
For the year ended December 31:	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>		
Consulting				
Gross profit	\$ 5,588	\$ 5,180	7.9	%
Gross profit margin	26.8 %	25.8 %	0.9	pts.
Segment profit	\$ 2,130	\$ 1,871	13.8	%
Segment profit margin	10.2 %	9.3 %	0.9	pts.

(1) Recast to reflect January 2024 segment changes.

Consulting gross profit margin increased 0.9 points to 26.8 percent in 2023 compared to the prior year. Segment profit of \$2,130 million increased 13.8 percent and segment profit margin increased 0.9 points to 10.2 percent. The increases in gross profit margin and segment profit margin reflected benefits from pricing and productivity actions, which were partially offset by increased labor costs.

## Infrastructure

(\$ in millions)

			Yr.-to-Yr. Percent Change	Yr.-to-Yr. Percent Change Adjusted for Currency
For the year ended December 31:	2023	2022		
<b>Infrastructure revenue</b>	\$ 14,593	\$ 15,288	(4.5) %	(3.9) %
Hybrid Infrastructure	\$ 9,215	\$ 9,451	(2.5) %	(2.2) %
IBM Z			(4.5)	(4.2)
Distributed Infrastructure			(1.0)	(0.7)
Infrastructure Support	5,377	5,837	(7.9)	(6.6)

Infrastructure revenue of \$14,593 million decreased 4.5 percent as reported (3.9 percent adjusted for currency) in 2023 as compared to the prior year, reflecting product cycle dynamics which impacted both Hybrid Infrastructure and Infrastructure Support.

Hybrid Infrastructure revenue of \$9,215 million decreased 2.5 percent as reported (2.2 percent adjusted for currency) in 2023 as compared to the prior year. Within Hybrid Infrastructure, IBM Z revenue decreased 4.5 percent as reported (4.2 percent adjusted for currency) on a year-to-year basis, consistent with the z16 cycle, as it was introduced in the second quarter of 2022. Overall, across the program cycle, z16 revenue performance at year-end 2023 had significantly outperformed prior cycles, including the successful z15 program. The z16 program incorporates a number of key innovations for our clients including cloud-native development for hybrid cloud, embedded AI at scale, quantum safe cyber-resilient security, energy efficiency and strong reliability and scalability. Clients increasingly leveraged IBM Z for more workloads which drove demand for more capacity. Installed MIPS have doubled during the last two IBM Z product cycles. IBM Z remains an enduring platform, driving hardware adoption as well as related software, storage and services. Distributed Infrastructure revenue decreased 1.0 percent as reported (0.7 percent adjusted for currency). We had year-to-year declines in high-end Power and cloud platform revenue; partially offset by strong growth in high-end Storage and low- to mid-range Power.

Infrastructure Support revenue of \$5,377 million decreased 7.9 percent as reported (6.6 percent adjusted for currency), which reflected reduced demand for support services as a result of product cycle dynamics.

(\$ in millions)

			Yr.-to-Yr. Percent/ Margin Change
For the year ended December 31:	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>	
<b>Infrastructure</b>			
Gross profit	\$ 8,187	\$ 8,076	1.4 %
Gross profit margin	56.1 %	52.8 %	3.3 pts.
Segment profit	\$ 2,828	\$ 2,671	5.9 %
Segment profit margin	19.4 %	17.5 %	1.9 pts.

(1) Recast to reflect January 2024 segment changes.

Infrastructure gross profit margin increased 3.3 points to 56.1 percent in 2023 compared to the prior year. The increase was driven by margin expansion in Hybrid Infrastructure across both Distributed Infrastructure and IBM Z, reflecting our continued focus on productivity initiatives including streamlining our supply chain; partially offset by margin decline in Infrastructure Support due to product cycle dynamics. Segment profit of \$2,828 million increased 5.9 percent and segment profit margin increased 1.9 points to 19.4 percent primarily driven by the increase in gross profit contribution, an increase in IP and custom development income, a benefit from the change in the useful life of servers and network equipment, and productivity actions. Segment profit margin in 2023 included approximately 1 point of impact from currency.

#### Financing

(\$ in millions)

			Yr.-to-Yr. Percent Change
For the year ended December 31:	2023	2022	
Revenue	\$ 741	\$ 645	14.8 %
Segment profit <sup>(1)</sup>	\$ 373	\$ 340	9.8 %

(1) Recast to reflect January 2024 segment changes.

Financing revenue increased 14.8 percent (15.0 percent adjusted for currency) to \$741 million in 2023 compared to the prior year, primarily driven by client financing up \$89 million to \$728 million. The increase in client financing revenue was primarily driven by an increase in client financing asset yields.

Financing segment profit increased 9.8 percent to \$373 million in 2023 compared to the prior year and the segment profit margin of 50.3 percent decreased 2.3 points year to year. The increase in segment profit in 2023 was primarily driven by a decrease in SG&A expenses and settlements on non-accrual assets.

## OTHER INFORMATION

## Looking Forward

Technology has proven to be a fundamental source of competitive advantage and is now the key to sustainable growth and business transformation. Continued demand for technology will serve as a major driving force behind global economic and business growth as businesses look to scale, offer better services, drive efficiencies and seize new market opportunities. AI-driven productivity, in particular, continues to be a top priority for businesses for both cost reductions and new revenue opportunities.

Enterprise AI continues to gain momentum. Our clients have moved beyond experimentation and are now looking to scale AI in their businesses and generate return from their investments. The portfolio of AI offerings we have built is focused on generating that return through productivity improvements and automation. We have infused AI across the business, from the tools clients use to manage and optimize their hybrid cloud environments, to the tools to deploy AI within their enterprise, to Infrastructure and Consulting, there is AI innovation within all of our segments. For example, in Software, IBM watsonx provides a robust portfolio of AI products for developing AI apps, managing data, and governing the entire lifecycle of AI models. Red Hat is bringing AI to the platform with innovation such as OpenShift AI and RHEL AI. In Transaction Processing, we are experiencing continued customer interest in our generative AI product, watsonx Code Assistant for Z. In Infrastructure, IBM Z is equipped with real time AI inferencing capabilities. We continue to see Infrastructure play a larger role, enabling hybrid cloud environments for mission-critical transactions and AI workloads, as clients bring AI to their data. In Consulting, our experts are helping clients design and execute AI strategies by leveraging the IBM Consulting Advantage platform, an AI delivery platform designed to implement solutions at scale, transforming how our consultants work and harnessing AI across every stage of the project lifecycle.

We are committed to an open innovation ecosystem around AI, to help our clients maximize flexibility and leverage skills, and IBM with Red Hat can be a key driver of open-source AI. In the second quarter of 2024, we open-sourced IBM's Granite models, which are designed for specific purposes and significantly more cost-efficient than larger alternatives, and we see parallels to how Linux became a leader in the enterprise server space as a result of the speed and innovation offered by open source. Red Hat and IBM also launched InstructLab to evolve and improve AI models. Our partner ecosystem remains essential to both AI and hybrid cloud growth and we continue to progress strategic partnerships with leading technology providers. In August 2024, we completed the sale of certain IBM QRadar SaaS assets to Palo Alto, which is part of a partnership with them to deliver AI-powered security solutions using watsonx to clients.

We continue to invest in emerging technologies, bringing new innovations to market. In 2024, we expanded our IBM Quantum Data Center in Poughkeepsie, New York and opened the first IBM Quantum Data Center in Europe. We also announced a partnership with the State of Illinois to build the National Quantum Algorithm Center in Chicago and deploy a next-generation IBM Quantum System Two, supporting the future of quantum-centric supercomputing and greatly advancing our goal of expanding access to the world's most performant quantum computers. We also remained focused on portfolio optimization. In January 2024, we closed the divestiture of The Weather Company assets. To complement our portfolio, we completed eleven acquisitions in 2024, including the acquisition of the StreamSets and webMethods assets from Software AG. This acquisition brings together leading capabilities in integration, API management, and data ingestion. At the end of 2024, we closed the acquisition of Neural Magic, which strengthens our AI capabilities in performance engineering and model optimization.

On April 24, 2024, we announced our intent to acquire all of the outstanding shares of HashiCorp. The combination of IBM's and HashiCorp's combined portfolios will help clients manage growing application and infrastructure complexity and create a comprehensive end-to-end hybrid cloud platform designed for the AI era. Under the terms of the definitive agreement, HashiCorp shareholders on record immediately prior to the effective time on the closing date will receive \$35 per share in cash, representing a total enterprise value of approximately \$6.4 billion. On July 15, 2024, HashiCorp stockholders voted to approve the merger with IBM. The transaction is expected to close in the first quarter of 2025, subject to regulatory approvals and other customary closing conditions. Upon closing, HashiCorp will be integrated into the Software segment.

In 2024, we continued to invest organically and inorganically, bring new products and innovation to market, expand our ecosystem and drive productivity across our business. We have made significant progress in becoming a higher growth, more focused business that has delivered sustained revenue growth, strong cash generation and meaningful returns to all our stakeholders – our 2024 performance is a proof point of this progress. Today, IBM is a software-led, fully integrated platform company, a business well positioned for 2025 and the future.

In the first quarter of 2025, we announced changes to the reported revenue categories within our Software and Consulting reportable segments to better reflect the market opportunities and how we address them. IBM will report revenue and year-to-year revenue percent change for Hybrid Cloud (Red Hat), Automation, Data, and Transaction Processing within Software, and for Strategy and Technology and Intelligent Operations within Consulting. These changes were effective January 1, 2025 and will not impact our Consolidated Financial Statements or our reportable segments. Since these changes did not occur until first-quarter 2025, the periods presented in this Annual Report reflect the historical reported revenue categories.

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Retirement-Related Plans

Our retirement-related plans remain in a strong financial position. In aggregate, our worldwide qualified plans are funded 116 percent, with the U.S. at 136 percent. Contributions for all retirement-related plans are expected to be approximately \$1.3 billion in 2025, approximately flat compared to 2024, of which \$0.1 billion relates to legally required contributions to non-U.S. defined benefits and multi-employer plans. We expect 2025 pre-tax retirement-related plan cost to be approximately \$1.1 billion. This estimate reflects current pension plan assumptions at December 31, 2024. Within total retirement-related plan cost, operating retirement-related plan cost is expected to be approximately \$1.0 billion in 2025, essentially flat compared to the prior year. Non-operating retirement-related plan cost is expected to be approximately \$0.1 billion, a decrease of approximately \$3.3 billion compared to 2024, primarily driven by the \$3.1 billion pension settlement charges resulting from the U.S. and Canada pension transfers in 2024, and lower recognized actuarial losses. Refer to note U, "Retirement-Related Benefits," for additional information on the pension transfers.

Liquidity and Capital Resources

We have generated strong cash flow from operations allowing us to invest and deploy capital to areas with the most attractive long-term opportunities. We provide for additional liquidity through several sources: maintaining an adequate cash balance, access to global funding sources, committed global credit facilities and other committed and uncommitted lines of credit worldwide. The following table provides a summary of the major sources of liquidity for the years ended December 31, 2022 through 2024.

Cash Flow and Liquidity Trends

(\$ in billions)					
	2024		2023		2022
Net cash from operating activities	\$	13.4	\$	13.9	\$ 10.4
Cash and cash equivalents, restricted cash and short-term marketable securities	\$	14.8	\$	13.5	\$ 8.8
Committed global credit facilities <sup>(1)</sup>	\$	10.0	\$	10.0	\$ 10.0

(1) Refer to note O, "Borrowings," for additional information.

The indenture governing our debt securities and our various credit facilities each contain significant covenants which obligate the company to promptly pay principal and interest, limit the aggregate amount of secured indebtedness and sale and leaseback transactions to 10 percent of IBM's consolidated net tangible assets, and restrict our ability to merge or consolidate unless certain conditions are met. The credit facilities also include a covenant on our consolidated net interest expense ratio, which cannot be less than 2.20 to 1.0, as well as a cross default provision with respect to other defaulted indebtedness of at least \$500 million.

We are in compliance with all of our significant debt covenants and provide periodic certification to our lenders. The failure to comply with debt covenants could constitute an event of default with respect to our debt to which such provisions apply. If certain events of default were to occur, the principal and interest on the debt to which such event of default applied would become immediately due and payable.

We do not have "ratings trigger" provisions in our debt covenants or documentation, which would allow the holders to declare an event of default and seek to accelerate payments thereunder in the event of a change in credit rating. Our debt covenants are well within the required levels. Our contractual agreements governing derivative instruments contain standard market clauses which can trigger the termination of the agreement if IBM's credit rating were to fall below investment grade. At December 31, 2024, the fair value of those instruments that were in a liability position was \$726 million, before any applicable netting, and this position is subject to fluctuations in fair value period to period based on the level of our outstanding instruments and market conditions. We have no other contractual arrangements that, in the event of a change in credit rating, would result in a material adverse effect on our financial position or liquidity.

The following table presents the major ratings agencies' ratings assigned to our debt securities as of December 31, 2024. The Moody's, Standard and Poor's and Fitch's ratings remain unchanged from December 31, 2023.

IBM Ratings	Standard and Poor's	Moody's	
		Investors	Fitch Ratings
		Service	
Senior long-term debt	A-	A3	A-
Commercial paper	A-2	Prime-2	F1

We have financial flexibility, supported by our strong liquidity position and cash flows, to operate at a single A credit rating. Debt levels decreased \$1.6 billion from December 31, 2023 primarily driven by currency, and maturities of \$6.6 billion partially offset by proceeds from issuances of \$5.7 billion in the current year. In the first quarter of 2025, we issued \$8.4 billion of debt for general



corporate purposes, including our future debt maturity obligations, as well as capital allocation priorities. Refer to note V, "Subsequent Events," for additional information.

We prepare our Consolidated Statement of Cash Flows in accordance with applicable accounting standards for cash flow presentation on page 49 and highlight causes and events underlying sources and uses of cash in that format on page 27. For the purpose of running its business, IBM manages, monitors and analyzes cash flows in a different manner.

Management uses free cash flow as a measure to evaluate its operating results, plan shareholder return levels, strategic investments and assess its ability and need to incur and service debt. The entire free cash flow amount is not necessarily available for discretionary expenditures. We define free cash flow as net cash from operating activities less the change in Financing receivables and net capital expenditures, including the investment in software and other asset sales (e.g., the sale of certain QRadar SaaS assets). A key objective of the Financing business is to generate strong returns on equity, and our Financing receivables are the basis for that growth. Accordingly, management considers Financing receivables as a profit-generating investment, not as working capital that should be minimized for efficiency. Therefore, management includes presentations of both free cash flow and net cash from operating activities that exclude the effect of Financing receivables.

The following is management's view of cash flows for 2024, 2023 and 2022 prepared in a manner consistent with the description above.

(\$ in billions)					
For the year ended December 31:					
	2024		2023		2022 <sup>(1)</sup>
Net cash from operating activities per GAAP	\$	13.4	\$	13.9	\$ 10.4
Less: change in Financing receivables		(0.4)		1.2	(0.7)
Net cash from operating activities, excluding Financing receivables		13.9		12.7	11.2
Capital expenditures, net		(1.1)		(1.5)	(1.9)
Free cash flow		12.7		11.2	9.3
Change in Financing receivables <sup>(2)</sup>		(0.4)		1.2	(0.7)
Acquisitions		(3.3)		(5.1)	(2.3)
Divestitures		0.7		0.0	1.3
Dividends		(6.1)		(6.0)	(5.9)
Change in total debt <sup>(2)</sup>		(0.9)		4.5	1.2
Other <sup>(2)</sup>		(1.0)		(1.2)	(1.2)
Effect of exchange rate changes on cash, cash equivalents and restricted cash <sup>(2)</sup>		(0.4)		0.0	(0.2)
Change in cash, cash equivalents, restricted cash and short-term marketable securities	\$	1.3	\$	4.6	\$ 1.3

(1) Includes immaterial cash flows from discontinued operations.

(2) Prior-year amounts have been reclassified to conform to the change in 2024 presentation.

From the perspective of how management views cash flow, in 2024, after investing \$1.1 billion in net capital investments, we generated free cash flow of \$12.7 billion, an increase of \$1.5 billion versus the prior year. The year-to-year increase in free cash flow primarily reflects current year performance-related improvements within net income and sustainable lower cash requirements through changes in our retirement plans. In 2024, net capital expenditures and net cash from operating activities include \$0.4 billion and \$0.1 billion, respectively, of cash proceeds from the sale of certain QRadar SaaS assets. This benefit to net capital expenditures, net cash from operating activities and to free cash flow represented only a nominal net benefit to current-year cash flows due to payments for structural actions and foregone profit from the QRadar business. Refer to note E, "Acquisitions & Divestitures," for additional information. In 2024, we continued to return value to shareholders with \$6.1 billion in dividends and invested \$3.3 billion in acquisitions.

IBM's Board of Directors considers the dividend payment on a quarterly basis. In the second quarter of 2024, the Board of Directors increased the company's quarterly common stock dividend from \$1.66 to \$1.67 per share. Beginning in the first quarter of 2025, we expect to file our quarterly reports on Form 10-Q closer to the timing of our quarterly earnings release, which may not coincide with the timing of our Board of Directors meeting. If the company's Board of Directors approves a common stock dividend following the filing, the company will disclose this event in a current report on Form 8-K.

Events that could temporarily change the historical cash flow dynamics discussed previously include significant changes in operating results, material changes in geographic sources of cash, unexpected adverse impacts from litigation, future pension

funding requirements during periods of severe downturn in the capital markets or the timing of tax payments. Whether any litigation has such an adverse impact will depend on a number of variables, which are more completely described in note Q, "Commitments & Contingencies."

With respect to pension funding, in 2024, we contributed \$79 million to our non-U.S. defined benefit plans compared to \$70 million in 2023. As highlighted in the Contractual Obligations table, we expect to make legally mandated pension plan contributions to certain non-U.S. plans of approximately \$0.7 billion in the next five years. The 2025 contributions are currently expected to be approximately \$100 million. Contributions related to all retirement-related plans are expected to be approximately \$1.3 billion in 2025, approximately flat compared to 2024. Refer to "Retirement-Related Plans" within the "Looking Forward" section for additional information. Financial market performance could increase the legally mandated minimum contributions in certain non-U.S. countries that require more frequent remeasurement of the funded status. We are not quantifying any further impact from pension funding because it is not possible to predict future movements in the capital markets or pension plan funding regulations. In 2025, we are not legally required to make any contributions to the U.S. defined benefit pension plans.

Our cash flows are sufficient to fund our current operations and obligations, including investing and financing activities such as dividends and debt service. When additional requirements arise, we have several liquidity options available. These options may include the ability to borrow additional funds at reasonable interest rates and utilizing our committed global credit facilities. Our overall shareholder payout remains at a comfortable level, and we remain fully committed to our long-standing dividend policy.

#### Contractual Obligations

(\$ in millions)

	Total Contractual		Payments Due In							
			2025		2026-27		2028-29		After 2029	
	Payment Stream									
Long-term debt obligations	\$	55,111	\$	4,850	\$	12,326	\$	8,503	\$	29,433
Interest on long-term debt obligations		21,441		1,901		3,132		2,467		13,942
Finance lease obligations <sup>(1)</sup>		1,000		198		334		286		183
Operating lease obligations <sup>(1)</sup>		4,026		906		1,417		765		938
Purchase obligations		4,892		1,657		1,880		1,065		291
Other long-term liabilities:										
Minimum defined benefit pension plan funding (mandated) <sup>(2)</sup>		700		100		300		300		
Excess Savings Plan		1,674		229		482		513		450
Long-term termination benefits		785		214		113		78		380
Tax reserves <sup>(3)</sup>		5,355		46						
Other		597		97		118		84		298
Total	\$	95,582	\$	10,198	\$	20,100	\$	14,061	\$	45,915

(1) Finance lease obligations are presented on a discounted cash flow basis, whereas operating lease obligations are presented on an undiscounted cash flow basis.

(2) As funded status on plans will vary, obligations for mandated minimum pension payments after 2028 could not be reasonably estimated.

(3) These amounts represent the liability for unrecognized tax benefits. We estimate that approximately \$46 million of the liability is expected to be settled within the next 12 months. The settlement period for the noncurrent portion of the income tax liability cannot be reasonably estimated as the timing of the payments will depend on the progress of tax examinations with the various tax authorities; however, it is not expected to be due within the next 12 months.

Certain contractual obligations reported in the previous table exclude the effects of time value and therefore, may not equal the amounts reported in the Consolidated Balance Sheet. Certain noncurrent liabilities are excluded from the previous table as their future cash outflows are uncertain. This includes deferred taxes, derivatives, deferred income, disability benefits and other sundry items. Certain obligations related to our divestitures are included.

Purchase obligations include all commitments to purchase goods or services of either a fixed or minimum quantity that meet any of the following criteria: (1) they are noncancelable, (2) we would incur a penalty if the agreement was canceled, or (3) we must make specified minimum payments even if we do not take delivery of the contracted products or services (take-or-pay). If the obligation to purchase goods or services is noncancelable, the entire value of the contract is included in the previous table. If the obligation is cancelable, but we would incur a penalty if canceled, the dollar amount of the penalty is included as a purchase obligation. Contracted minimum amounts specified in take-or-pay contracts are also included in the table as they represent the portion of each contract that is a firm commitment.

In the ordinary course of business, we enter into contracts that specify that we will purchase all or a portion of our requirements of a specific product, commodity or service from a supplier or vendor. These contracts are generally entered into in order to secure pricing or other negotiated terms. They do not specify fixed or minimum quantities to be purchased and, therefore, we do not consider them to be purchase obligations.

Interest on floating-rate debt obligations is calculated using the effective interest rate at December 31, 2024, plus the interest rate spread associated with that debt, if any.

#### Off-Balance Sheet Arrangements

In the normal course of business, we may enter into off-balance sheet arrangements such as client financing commitments and guarantees. At December 31, 2024, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources. Refer to the table above for our contractual obligations, and note Q, "Commitments & Contingencies," for detailed information about our guarantees, financial commitments and indemnification arrangements. We do not have retained interests in assets transferred to unconsolidated entities or other material off-balance sheet interests or instruments.

#### Critical Accounting Estimates

The application of GAAP requires IBM to make estimates and assumptions about certain items and future events that directly affect its reported financial condition. The accounting estimates and assumptions discussed in this section are those that we consider to be the most critical to our financial statements. An accounting estimate is considered critical if both (a) the nature of the estimate or assumption is material due to the levels of subjectivity and judgment involved, and (b) the impact within a reasonable range of outcomes of the estimate and assumption is material to IBM's financial condition. Senior management has discussed the development, selection and disclosure of these estimates with the Audit Committee of IBM's Board of Directors. Our significant accounting policies are described in note A, "Significant Accounting Policies."

A quantitative sensitivity analysis is provided where that information is reasonably available, can be reliably estimated and provides material information to investors. The amounts used to assess sensitivity (e.g., 1 percent, 10 percent, etc.) are included to allow users of the financial statements to understand a general direction cause and effect of changes in the estimates and do not represent management's predictions of variability. For all of these estimates, it should be noted that future events rarely develop exactly as forecasted, and estimates require regular review and adjustment.

#### Pension Assumptions

For our defined benefit pension plans, the measurement of the benefit obligation to plan participants and net periodic pension (income)/cost requires the use of certain assumptions, including, among others, estimates of discount rates, interest crediting rates and expected return on plan assets. Beginning in 2024, as a result of changes to the Qualified PPP as discussed in note U, "Retirement-Related Benefits," the interest crediting rate and expected return on plan assets will be based on their relationship to the plan's discount rate.

Changes in the discount rate and the interest crediting rate assumptions would impact the service cost, (gain)/loss amortization and interest cost components of the net periodic pension (income)/cost calculation and the projected benefit obligation (PBO). Changes in the expected long-term return on plan assets assumption impacts the net periodic pension (income)/cost. Expected returns on plan assets are calculated based on the market-related value of plan assets, which recognizes changes in the fair value of plan assets systematically over a five-year period in the expected return on plan assets line in net periodic pension (income)/cost. The differences between the actual return on plan assets and the expected long-term return on plan assets are recognized over five years in the expected return on plan assets line in net periodic pension (income)/cost and also as a component of actuarial (gains)/losses, which are recognized over the service lives or life expectancy of the participants, depending on the plan, provided such amounts exceed thresholds which are based upon the benefit obligation or the value of plan assets, as provided by accounting standards.

The discount rate assumption for the Qualified PPP and Excess Personal Pension Plan (U.S. Defined Benefit Pension Plans), increased by 50 basis points to 5.5 percent on December 31, 2024. This change will increase pre-tax income recognized in 2025 by an estimated \$104 million. A 25 basis point increase in the discount rate assumption would cause a corresponding increase in the pre-tax income recognized in 2025 by an estimated \$75 million. A 25 basis point decrease in the discount rate assumption would cause a corresponding decrease in the pre-tax income recognized in 2025 by an estimated \$27 million. The impact on pre-tax income as a result of a change in discount rate includes the impact of a similar change in the interest crediting rate. The increase or decrease in the discount rate would also cause a corresponding increase or decrease, respectively, in the 2025 expected return on plan assets assumption. Further changes in the discount rate assumptions would impact the PBO which, in turn, may impact our funding decisions if the PBO exceeds plan assets. A 25 basis point increase in the discount rate would decrease the PBO by \$256 million. A 25 basis point decrease in the discount rate would increase the PBO by \$265 million. The impact on the PBO as a result of a change in discount rate includes the impact of a similar change in the interest crediting rate. Each 50 basis point change in the

expected long-term return on these U.S. defined benefit plan assets assumption would have an estimated impact of \$98 million on the following year's pre-tax net periodic pension (income)/cost (based upon the 2025 assumptions).

We may voluntarily make contributions or be required, by law, to make contributions to our pension plans. Actual results that differ from the estimates may result in more or less future IBM funding into the pension plans than is planned by management. Impacts of these types of changes on our pension plans in other countries worldwide would vary depending upon the status of each respective plan.

In addition to the above, we evaluate other pension assumptions involving demographic factors, such as retirement age and mortality, and update these assumptions to reflect experience and expectations for the future. Actual results in any given year can differ from actuarial assumptions because of economic and other factors.

For additional information on our pension plans and the development of these assumptions, refer to note U, "Retirement-Related Benefits."

#### [Revenue Recognition](#)

Application of GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Specifically, complex arrangements with nonstandard terms and conditions may require significant contract interpretation to determine the appropriate accounting, including whether promised goods and services specified in an arrangement are distinct performance obligations. Other significant judgments include determining the standalone selling price (SSP), determining whether IBM or a reseller is acting as the principal in a transaction and whether separate contracts should be combined and considered part of one arrangement.

Revenue recognition is also impacted by our ability to determine when a contract is probable of collection and to estimate variable consideration, including, for example, rebates, volume discounts, service-level penalties and performance bonuses. We consider various factors when making these judgments, including a review of specific transactions, historical experience and market and economic conditions. Evaluations are conducted each quarter to assess the adequacy of the estimates. If the estimates were changed by 10 percent in 2024, the impact on net income would have been \$31 million.

#### [Costs to Complete Service Contracts](#)

We enter into numerous service contracts through our services businesses. During the contractual period, revenue, cost and profits may be impacted by estimates of the ultimate profitability of each contract, especially contracts for which we use cost-to-cost measures of progress. For those contracts, if at any time these estimates indicate the contract will be unprofitable, the entire estimated loss for the remainder of the contract is recorded immediately in cost. We perform ongoing profitability analyses of these services contracts in order to determine whether the latest estimates require updating. Key factors reviewed to estimate the future costs to complete each contract are future labor costs and product costs and expected productivity efficiencies. Contract loss provisions recorded as a component of other accrued expenses and liabilities were immaterial at December 31, 2024 and 2023.

#### [Income Taxes](#)

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining the consolidated provision for income taxes.

During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. As a result, we recognize tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite our belief that our tax return positions are supportable, we believe that certain positions may not be fully sustained upon review by tax authorities. We believe that our accruals for tax liabilities are adequate for all open audit years based on our assessment of many factors, including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that new information becomes available which causes us to change our judgment regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact income tax expense in the period in which such determination is made.

Significant judgment is also required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, management considers all available evidence for each jurisdiction including past operating results, estimates of future taxable income and the feasibility of ongoing tax planning strategies/actions. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust the valuation allowance with a corresponding impact to income tax expense in the period in which such determination is made.

The consolidated provision for income taxes will change period to period based on non-recurring events, such as the settlement of income tax audits and changes in tax laws, as well as recurring factors including the geographic mix of income before taxes, state and local taxes and the effects of various global income tax strategies.

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To the extent that the provision for income taxes increases/decreases by 1 percent of income from continuing operations before income taxes, consolidated net income would have decreased/improved by \$58 million in 2024.

#### Valuation of Assets

The application of business combination and impairment accounting requires the use of significant estimates and assumptions. The acquisition method of accounting for business combinations requires us to estimate the fair value of assets acquired including separately identifiable intangible assets, liabilities assumed, and any noncontrolling interest in the acquiree to properly allocate purchase price consideration. Impairment testing for assets, other than goodwill, requires the allocation of cash flows to those assets or group of assets and if required, an estimate of fair value for the assets or group of assets. Our estimates are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. These valuations require the use of management's assumptions, which would not reflect unanticipated events and circumstances that may occur.

#### Valuation of Goodwill

We review goodwill for impairment annually and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. In 2024, the company elected to bypass the qualitative assessment and performed a quantitative goodwill impairment test to compare the fair value of each reporting unit to its carrying value. Estimating the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. We estimate the fair value of our reporting units using the income approach. When circumstances warrant, we may also use a combination of the income approach and certain market approaches. Under the income approach, we estimate the fair value of a reporting unit based on the present value of estimated discounted future cash flows. The discounted cash flow methodology includes the use of projections, which require the use of significant estimates and assumptions specific to the reporting unit as well as those based on general economic conditions. Factors specific to each reporting unit include revenue growth rates, gross margins, discount rates, terminal value growth rates, capital expenditures projections, assumed tax rates and other assumptions deemed reasonable by management.

The annual goodwill impairment analysis using the quantitative test performed during the fourth quarter of 2024 did not result in an impairment charge. All of the company's reporting units had fair values that substantially exceeded their carrying values.

#### Loss Contingencies

We are currently involved in various claims and legal proceedings. At least quarterly, we review the status of each significant matter and assess our potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required in both the determination of probability and the determination as to whether an exposure is reasonably estimable. Because of uncertainties related to these matters, accruals are based only on the best information available at the time. As additional information becomes available, we reassess the potential liability related to our pending claims and litigation, and may revise our estimates. These revisions in the estimates of the potential liabilities could have a material impact on our results of operations and financial position.

#### Financing Receivables Allowance for Credit Losses

The Financing business reviews its financing receivables portfolio on a regular basis in order to assess collectibility and records adjustments to the allowance for credit losses at least quarterly. A description of the methods used by management to estimate the amount of uncollectible receivables is included in note A, "Significant Accounting Policies." Factors that could result in actual receivable losses that are materially different from the estimated reserve include significant changes in the economy, or a sudden change in the economic health of a client that represents a significant concentration in Financing's receivables portfolio.

To the extent that actual collectibility differs from management's estimates currently provided for by 10 percent, Financing's segment profit and our income from continuing operations before income taxes would be higher or lower by an estimated \$13 million depending upon whether the actual collectibility was better or worse, respectively, than the estimates.

#### Currency Rate Fluctuations

Changes in the relative values of non-U.S. currencies to the U.S. dollar affect our financial results and financial position. Movements in currency, and the fact that we do not hedge 100 percent of our currency exposures, resulted in a currency impact to our revenues, profit and cash flows throughout 2024. We execute a hedging program which defers, versus eliminates, the volatility of currency impacts on our financial results. During periods of sustained movements in currency, the marketplace and competition adjust to the changing rates over time.

References to "adjusted for currency" or "constant currency" reflect adjustments based upon a simple mathematical formula. However, this constant currency methodology that we utilize to disclose this information does not incorporate any operational actions that management could take to mitigate fluctuating currency rates. Based on the currency rate movements in 2024, revenue from continuing operations increased 1.4 percent as reported and 3 percent at constant currency versus 2023.

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At December 31, 2024, currency changes resulted in assets and liabilities denominated in most local currencies being translated into fewer U.S. dollars than at year-end 2023. We use financial hedging instruments to limit specific currency risks related to foreign currency-based transactions.

We translate revenue, cost and expense in our non-U.S. operations at current exchange rates in the reported period. Currency translation and hedging impacted year-to-year pre-tax income growth and operating (non-GAAP) pre-tax income growth by approximately \$100 million in 2024. From a segment perspective, in 2024, the impact from currency translation and hedging to our segments profit margin year-to-year growth was immaterial. We view these amounts as a theoretical maximum impact to our as-reported financial results. Hedging and certain underlying foreign currency transaction gains and losses are allocated to our segment results. Considering the operational responses mentioned above, movements of exchange rates, and the nature and timing of hedging instruments, it is difficult to predict future currency impacts on any particular period.

For non-U.S. subsidiaries and branches that operate in U.S. dollars or whose economic environment is highly inflationary, translation adjustments are reflected in results of operations. Generally, we manage currency risk in these entities by linking prices and contracts to U.S. dollars.

**Market Risk**

In the normal course of business, our financial position is routinely subject to a variety of risks, including the market risk associated with interest rate and currency movements on outstanding debt and non-U.S. dollar denominated assets and liabilities, and other risks such as collectibility of accounts receivable.

We regularly assess these risks and have established policies and business practices to protect against the adverse effects of these and other potential exposures. As a result, we do not anticipate any material losses from these risks.

Our debt, in support of the geographic breadth of our operations and our Financing business, contains an element of market risk from changes in interest and currency rates. We manage this risk, in part, through the use of a variety of financial instruments including derivatives, as described in note S, "Derivative Financial Instruments."

To meet disclosure requirements, we perform a sensitivity analysis to determine the effects that market risk exposures may have on the fair values of our debt and other financial instruments.

The financial instruments that are included in the sensitivity analysis are comprised of our cash and cash equivalents, marketable securities, short-term and long-term loans, commercial financing and installment payment receivables, investments, long-term and short-term debt and derivative financial instruments. Our derivative financial instruments generally include interest rate swaps, foreign currency swaps, forward contracts, and options.

To perform the sensitivity analysis, we assess the risk of loss in fair values from the effect of hypothetical changes in interest rates and foreign currency exchange rates on market-sensitive instruments. The market values for interest and foreign currency exchange risk are computed based on the present value of future cash flows as affected by the changes in rates that are attributable to the market risk being measured. The discount rates used for the present value computations were selected based on market interest and foreign currency exchange rates in effect at December 31, 2024 and 2023. The differences in this comparison are the hypothetical losses associated with each type of risk.

Information provided by the sensitivity analysis does not necessarily represent the actual changes in fair value that we would incur under normal market conditions because, due to practical limitations, all variables other than the specific market risk factor are held constant. In addition, the results of the model are constrained by the fact that certain items are specifically excluded from the analysis, while the financial instruments relating to the financing or hedging of those items are included by definition. Excluded items include short-term and long-term receivables from sales-type and direct financing leases, forecasted foreign currency cash flows and the company's net investment in foreign operations. As a consequence, reported changes in the values of some of the financial instruments impacting the results of the sensitivity analysis are not matched with the offsetting changes in the values of the items that those instruments are designed to finance or hedge.

The results of the sensitivity analysis at December 31, 2024 and 2023, are as follows:

**Interest Rate Risk**

A hypothetical 10 percent adverse change in the levels of interest rates, with all other variables held constant, would result in a decrease in the fair value of our financial instruments of approximately \$0.3 billion at both December 31, 2024 and 2023. Changes in the relative sensitivity of the fair value of our financial instrument portfolio for these theoretical changes in the level of interest rates from the prior year are primarily driven by changes in debt maturities, interest rate profile and amount.

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## Management Discussion

International Business Machines Corporation and Subsidiary Companies

## Foreign Currency Exchange Rate Risk

A hypothetical 10 percent adverse change in the levels of foreign currency exchange rates relative to the U.S. dollar, with all other variables held constant, would result in a decrease in the fair value of our financial instruments of approximately \$1.3 billion and \$1.6 billion at December 31, 2024 and 2023, respectively. The theoretical changes from the prior year are primarily driven by changes in foreign currency activities related to long-term debt and derivatives.

## Financing Risks

Refer to the "Description of Business" on page 14 for a discussion of the financing risks associated with the Financing business and management's actions to mitigate such risks.

## FINANCING

Financing is a reportable segment that facilitates IBM clients' acquisition of hardware, software and services by providing financing solutions, while generating solid returns on equity.

## Results of Operations

(\$ in millions)				
	2024		2023	
For the year ended December 31:				
				Yr.-to-Yr. Percent Change
Revenue	\$	713	\$	741 (3.7) %
Segment profit <sup>(1)</sup>	\$	348	\$	373 (6.6) %

(1) Prior-year amounts recast to reflect January 2024 segment changes.

Financing revenue decreased 3.7 percent (2.5 percent adjusted for currency) to \$713 million compared to the prior year. Financing segment profit decreased 6.6 percent to \$348 million compared to the prior year and the segment profit margin of 48.8 percent decreased 1.5 points. The decreases in revenue and segment profit are primarily driven by a reduction in used equipment sales.

## Financial Position

(\$ in millions)				
At December 31:	2024		2023	
Cash and cash equivalents	\$	561	\$	555
Client financing receivables				
Net investment in sales-type and direct financing leases <sup>(1)</sup>		3,490		4,237
Client loans		6,804		6,486
Total client financing receivables	\$	10,294	\$	10,723
Commercial financing receivables				
Held for investment		1,317		1,155
Held for sale		900		692
Other receivables		17		26
Total external receivables <sup>(2)</sup>	\$	12,528	\$	12,596
Intercompany assets <sup>(3)</sup>		800		963
Other assets		187		294
Total assets	\$	14,075	\$	14,409
Debt <sup>(4)</sup>		12,116		11,879
Other liabilities <sup>(5)(6)</sup>		613		1,205
Total liabilities <sup>(5)</sup>	\$	12,729	\$	13,085
Total equity <sup>(5)</sup>	\$	1,346	\$	1,324
Total liabilities and equity	\$	14,075	\$	14,409

(1) Includes deferred initial direct costs which are expensed in IBM's consolidated financial results.

(2) The difference between the change in total external receivables of \$(0.1) billion and the \$(0.4) billion change in Financing segment's receivables disclosed in the free cash flow presentation on page 35 is primarily attributable to currency impacts.

(3) Total amount is eliminated in IBM's consolidated financial results and therefore does not appear in the Consolidated Balance Sheet.

(4) Financing segment debt is primarily composed of intercompany loans.

(5) Prior-year amounts recast to reflect January 2024 segment change. Other liabilities have been reclassified to conform to the change in 2024 presentation.

(6) Includes intercompany payables of \$0.4 billion at December 31, 2023. There were no intercompany payables outstanding at December 31, 2024. These intercompany payables were eliminated in IBM's consolidated financial results.

## Financing Segment Receivables and Allowances

The following table presents external Financing segment receivables excluding receivables classified as held for sale, and immaterial miscellaneous receivables.

(\$ in millions)			
At December 31:	2024		2023
Amortized cost <sup>(1)</sup>	\$	11,738	\$ 12,034
Specific allowance for credit losses		99	111
Unallocated allowance for credit losses		29	45
Total allowance for credit losses		128	156
Net financing receivables	\$	11,611	\$ 11,878
Allowance for credit losses coverage		1.1 %	1.3 %

(1) Includes deferred initial direct costs which are expensed in IBM's consolidated financial results.

The percentage of Financing segment receivables reserved decreased from 1.3 percent at December 31, 2023, to 1.1 percent at December 31, 2024 primarily driven by improvements in forward looking economic indicators.

We continue to apply our rigorous credit policies. Approximately 74 percent of the total external portfolio was with investment-grade clients, an increase of 2 points compared to December 31, 2023. This investment grade percentage is based on the credit ratings of the companies in the portfolio and reflects certain mitigating actions taken to reduce the risk to IBM.

For additional information related to the company's sales of receivables, refer to "Transfer of Financial Assets" in note K, "Financing Receivables."

## Return on Equity Calculation

(\$ in millions)			
At December 31:	2024		2023 <sup>(1)</sup>
Numerator			
Financing after-tax segment profit (A) <sup>(2)</sup>	\$	287	\$ 311
Denominator			
Average Financing equity (B) <sup>(3)</sup>	\$	1,231	\$ 1,240
Financing return on equity (A)/(B)		23.3 %	25.1 %

(1) Recast to reflect January 2024 segment changes.

(2) Calculated based upon an estimated tax rate, which is a function of IBM's provision for income taxes determined on a consolidated basis.

(3) Average of the ending equity for Financing for the last five quarters.

Return on equity was 23.3 percent compared to 25.1 percent for the years ended December 31, 2024 and 2023, respectively. The decrease was driven by a decrease in net income.

## Residual Value

The following table presents the recorded amount of unguaranteed residual value for sales-type and direct financing leases at December 31, 2024 and 2023. In addition, the table presents the run out of when the unguaranteed residual value assigned to equipment on leases at December 31, 2024, is expected to be returned to the company. The unguaranteed residual value for operating leases at December 31, 2024 and 2023 was not material. For additional information related to the company's residual value, refer to note A, "Significant Accounting Policies."

## Unguaranteed Residual Value

(\$ in millions)							
			Estimated Run Out of December 31, 2024 Balance				
	At December 31, 2023	At December 31, 2024	2025	2026	2027	2028 and Beyond	
Sales-type and direct financing leases	\$ 458	\$ 479	\$ 145	\$ 115	\$ 141	\$ 78	



**Management Responsibility for Financial Information**

Responsibility for the integrity and objectivity of the financial information presented in this Annual Report rests with IBM management. The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, applying certain estimates and judgments as required.

IBM maintains an effective internal control structure. It consists, in part, of organizational arrangements with clearly defined lines of responsibility and delegation of authority, and comprehensive systems and control procedures. An important element of the control environment is an ongoing internal audit program. Our system also contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

To assure the effective administration of internal controls, we carefully select and train our employees, develop and disseminate written policies and procedures, provide appropriate communication channels and foster an environment conducive to the effective functioning of controls. We believe that it is essential for the company to conduct its business affairs in accordance with the highest ethical standards, as set forth in the IBM Business Conduct Guidelines. These guidelines, translated into numerous languages, are distributed to employees throughout the world, and reemphasized through internal programs to assure that they are understood and followed.

The Audit Committee of the Board of Directors is composed solely of independent, non-management directors, and is responsible for recommending to the Board the independent registered public accounting firm to be retained for the coming year, subject to stockholder ratification. The Audit Committee meets regularly and privately with the independent registered public accounting firm, with the company's internal auditors, as well as with IBM management, to review accounting, auditing, internal control structure and financial reporting matters.

**Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting of the company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

The company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that the company's internal control over financial reporting was effective as of December 31, 2024.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, is retained to audit IBM's Consolidated Financial Statements and the effectiveness of the internal control over financial reporting. Its accompanying report is based on audits conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States).

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**To the Board of Directors and Stockholders of International Business Machines Corporation*****Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of International Business Machines Corporation and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of income, of comprehensive income, of equity and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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**Critical Audit Matters**

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Income Taxes – Uncertain Tax Positions*

As described in Notes A and G to the consolidated financial statements, the Company is subject to income taxes in the United States and numerous foreign jurisdictions. As disclosed by management, during the ordinary course of business there are many transactions and calculations for which the ultimate tax determination is uncertain. As a result, management recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. As further described by management, these tax liabilities are recognized when, despite management's belief that the tax return positions are supportable, management believes that certain positions may not be fully sustained upon review by tax authorities. Management bases its assessment of the accruals for tax liabilities on many factors, including past experience and interpretations of tax law. These assessments rely on estimates and assumptions and may involve a series of complex judgments about future events. As of December 31, 2024, unrecognized tax benefits were \$8.9 billion.

The principal considerations for our determination that performing procedures relating to uncertain tax positions is a critical audit matter are the significant judgment by management when estimating the uncertain tax positions, including applying complex tax laws, and a high degree of estimation uncertainty based on potential for significant adjustments as a result of audits by tax authorities or other forms of tax settlement. This in turn led to a high degree of auditor judgment, effort, and subjectivity in performing procedures to evaluate management's timely identification and measurement of uncertain tax positions. Also, the evaluation of audit evidence available to support the uncertain tax positions is complex and required significant auditor judgment as the nature of the evidence is often inherently subjective, and the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the identification and recognition of the uncertain tax positions, and controls addressing completeness of the uncertain tax positions, as well as controls over measurement of the amount recorded. These procedures also included, among others (i) testing the information used in the calculation of the uncertain tax positions, including intercompany agreements and international, federal, and state filing positions; (ii) testing the calculation of the uncertain tax positions by jurisdiction, including management's assessment of the technical merits of tax positions and estimates of the amount of tax benefit expected to be sustained; (iii) testing the completeness of management's assessment of both the identification of uncertain tax positions and possible outcomes of each uncertain tax position; and (iv) evaluating the status and results of income tax audits pending in various tax jurisdictions. Professionals with specialized skill and knowledge were used to assist in the evaluation of the completeness and measurement of the Company's uncertain tax positions, including evaluating the reasonableness of management's assessment of whether tax positions are more-likely-than-not of being sustained and the amount of potential benefit to be realized.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

New York, New York

February 25, 2025

We, or firms that we have ultimately acquired, have served as the Company's auditor since 1923. For the period from 1923 to 1958, the Company was audited by firms that a predecessor firm to PricewaterhouseCoopers LLP ultimately acquired.

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(\$ in millions except per share amounts)

For the year ended December 31:	Notes	2024	2023	2022
<b>Revenue</b>				
Services		\$ 29,813	\$ 30,378	\$ 30,206
Sales		32,231	30,745	29,673
Financing		709	737	651
<b>Total revenue</b>	C	62,753	61,860	60,530
<b>Cost</b>				
Services		20,529	21,051	21,062
Sales		6,303	6,127	6,374
Financing		369	382	406
<b>Total cost</b>		27,201	27,560	27,842
<b>Gross profit</b>		35,551	34,300	32,687
<b>Expense and other (income)</b>				
Selling, general and administrative		19,688	19,003	18,609
Research, development and engineering		7,479	6,775	6,567
Intellectual property and custom development income		( 996 )	( 860 )	( 663 )
Other (income) and expense <sup>(1)</sup>	F	1,871	( 914 )	5,803
Interest expense	O&S	1,712	1,607	1,216
<b>Total expense and other (income)</b>		29,754	25,610	31,531
<b>Income from continuing operations before income taxes</b>		5,797	8,690	1,156
Provision for/(benefit from) income taxes <sup>(1)</sup>	G	( 218 )	1,176	( 626 )
<b>Income from continuing operations</b>		6,015	7,514	1,783
Income/(loss) from discontinued operations, net of tax		8	( 12 )	( 143 )
<b>Net income <sup>(1)</sup></b>		\$ 6,023	\$ 7,502	\$ 1,639
<b>Earnings/(loss) per share of common stock <sup>(1)</sup></b>				
<b>Assuming dilution</b>				
Continuing operations	H	\$ 6.42	\$ 8.15	\$ 1.95
Discontinued operations	H	0.01	( 0.01 )	( 0.16 )
<b>Total</b>	H	\$ 6.43	\$ 8.14	\$ 1.80
<b>Basic</b>				
Continuing operations	H	\$ 6.53	\$ 8.25	\$ 1.97
Discontinued operations	H	0.01	( 0.01 )	( 0.16 )
<b>Total</b>	H	\$ 6.53	\$ 8.23	\$ 1.82
<b>Weighted-average number of common shares outstanding</b>				
Assuming dilution		937,161,224	922,073,828	912,269,062
Basic		921,767,834	911,210,319	902,664,190

(1) 2024 and 2022 include the impacts of pension settlement charges. Refer to note U, "Retirement-Related Benefits," for additional information .

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.

(\$ in millions)					
For the year ended December 31:	Notes	2024	2023	2022	
Net income		\$ 6,023	\$ 7,502	\$	1,639
Other comprehensive income/(loss), before tax					
Foreign currency translation adjustments	R	301	3		176
Net changes related to available-for-sale securities	R				
Unrealized gains/(losses) arising during the period		2	0		(1)
Reclassification of (gains)/losses to net income		—	—		—
Total net changes related to available-for-sale securities		2	0		(1)
Unrealized gains/(losses) on cash flow hedges	R				
Unrealized gains/(losses) arising during the period		389	207		241
Reclassification of (gains)/losses to net income		85	(159)		(400)
Total unrealized gains/(losses) on cash flow hedges		474	47		(158)
Retirement-related benefit plans	R				
Prior service costs/(credits)		(56)	2		463
Net (losses)/gains arising during the period		70	(3,115)		878
Curtailments and settlements		3,159	5		5,970
Amortization of prior service (credits)/costs		(7)	(9)		12
Amortization of net (gains)/losses		975	515		1,596
Total retirement-related benefit plans		4,142	(2,602)		8,919
Other comprehensive income/(loss), before tax	R	4,919	(2,552)		8,936
Income tax (expense)/benefit related to items of other comprehensive income	R	(1,426)	531		(2,442)
Other comprehensive income/(loss)	R	3,492	(2,021)		6,494
Total comprehensive income		\$ 9,516	\$ 5,481	\$	8,134

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.

(\$ in millions except per share amounts)

At December 31:	Notes	2024	2023
<b>Assets</b>			
Current assets			
Cash and cash equivalents		\$ 13,947	\$ 13,068
Restricted cash		214	21
Marketable securities	I	644	373
Notes and accounts receivable—trade (net of allowances of \$ 114 in 2024 and \$ 192 in 2023)		6,804	7,214
Short-term financing receivables	K		
Held for investment (net of allowances of \$ 109 in 2024 and \$ 129 in 2023)		6,259	6,102
Held for sale		900	692
Other accounts receivable (net of allowances of \$ 31 in 2024 and \$ 109 in 2023)		947	640
Inventory	J	1,289	1,161
Deferred costs	C	959	998
Prepaid expenses and other current assets		2,520	2,639
Total current assets		34,482	32,908
Property, plant and equipment	L	17,691	18,122
Less: Accumulated depreciation	L	11,959	12,621
Property, plant and equipment—net	L	5,731	5,501
Operating right-of-use assets—net	M	3,197	3,220
Long-term financing receivables (net of allowances of \$ 19 in 2024 and \$ 27 in 2023)	K	5,353	5,766
Prepaid pension assets	U	7,492	7,506
Deferred costs	C	788	842
Deferred taxes	G	6,978	6,656
Goodwill	N	60,706	60,178
Intangible assets—net	N	10,660	11,036
Investments and sundry assets		1,787	1,626
<b>Total assets</b>		<b>\$ 137,175</b>	<b>\$ 135,241</b>
<b>Liabilities and equity</b>			
Current liabilities			
Taxes	G	\$ 2,033	\$ 2,270
Short-term debt	I&O	5,089	6,426
Accounts payable		4,032	4,132
Compensation and benefits		3,605	3,501
Deferred income		13,907	13,451
Operating lease liabilities	M	768	820
Other accrued expenses and liabilities		3,709	3,521
Total current liabilities		33,142	34,122
Long-term debt	I&O	49,884	50,121
Retirement and nonpension postretirement benefit obligations	U	9,432	10,808
Deferred income		3,622	3,533
Operating lease liabilities	M	2,655	2,568
Other liabilities	P	11,048	11,475
<b>Total liabilities</b>		<b>109,783</b>	<b>112,628</b>
Commitments and Contingencies			
Equity	R		
IBM stockholders' equity			
Common stock, par value \$ .20 per share, and additional paid-in capital		61,380	59,643
Shares authorized: 4,687,500,000			
Shares issued (2024— 2,279,164,313 ; 2023— 2,266,911,160 )			
Retained earnings		151,163	151,276
Treasury stock, at cost (shares: 2024— 1,352,874,243 ; 2023— 1,351,897,514 )		( 169,968 )	( 169,624 )
Accumulated other comprehensive income/(loss)		( 15,269 )	( 18,761 )
Total IBM stockholders' equity		27,307	22,533
Noncontrolling interests	A	86	80
<b>Total equity</b>		<b>27,393</b>	<b>22,613</b>
<b>Total liabilities and equity</b>		<b>\$ 137,175</b>	<b>\$ 135,241</b>

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.



**Consolidated Statement of Cash Flows**

International Business Machines Corporation and Subsidiary Companies

(\$ in millions)

For the year ended December 31:	2024	2023	2022
Cash flows from operating activities			
Net income	\$ 6,023	\$ 7,502	\$ 1,639
Adjustments to reconcile net income to cash provided by operating activities			
Pension settlement charges	3,113	—	5,894
Depreciation <sup>(1)</sup>	2,168	2,109	2,407
Amortization of capitalized software and acquired intangible assets	2,499	2,287	2,395
Stock-based compensation	1,311	1,133	987
Deferred taxes	(2,330)	(1,114)	(2,726)
Net (gain)/loss on divestitures, asset sales and other	(652)	(170)	(363)
Change in operating assets and liabilities, net of acquisitions/divestitures			
Receivables (including financing receivables)	(374)	725	(539)
Retirement related	265	(462)	331
Inventory	(166)	390	71
Other assets/other liabilities	1,601	1,466	126
Accounts payable	(13)	65	213
Net cash provided by operating activities	13,445	13,931	10,435
Cash flows from investing activities			
Payments for property, plant and equipment	(1,048)	(1,245)	(1,346)
Proceeds from disposition of property, plant and equipment/other	557	321	111
Investment in software	(637)	(565)	(626)
Purchases of marketable securities and other investments	(7,762)	(11,143)	(5,930)
Proceeds from disposition of marketable securities and other investments	6,544	10,647	4,665
Acquisition of businesses, net of cash acquired	(3,289)	(5,082)	(2,348)
Divestiture of businesses, net of cash transferred	698	(4)	1,272
Net cash provided by/(used in) investing activities	(4,937)	(7,070)	(4,202)
Cash flows from financing activities			
Proceeds from new debt	5,705	9,586	7,804
Payments to settle debt	(6,615)	(5,082)	(6,800)
Short-term borrowings/(repayments) less than 90 days —net	30	(7)	217
Common stock repurchases for tax withholdings	(651)	(402)	(407)
Proceeds from issuance of shares <sup>(2)</sup>	745	414	279
Financing—other <sup>(2)</sup>	(145)	(239)	(103)
Cash dividends paid	(6,147)	(6,040)	(5,948)
Net cash provided by/(used in) financing activities	(7,079)	(1,769)	(4,958)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(359)	9	(244)
Net change in cash, cash equivalents and restricted cash	1,071	5,101	1,032
Cash, cash equivalents and restricted cash at January 1	13,089	7,988	6,957
Cash, cash equivalents and restricted cash at December 31	\$ 14,160	\$ 13,089	\$ 7,988
Supplemental data			
Income taxes paid—net of refunds received	\$ 1,723	\$ 1,564	\$ 1,865
Interest paid on debt	\$ 1,978	\$ 1,668	\$ 1,401

(1) Includes operating lease right-of-use assets amortization expense of \$ 0.9 billion in 2024, 2023 and 2022.

(2) Prior-year amounts have been reclassified to conform to the change in 2024 presentation.

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.



**Consolidated Statement of Equity**

International Business Machines Corporation and Subsidiary Companies

(\$ in millions except per share amounts)

	Common Stock and Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income/(Loss)	Total IBM Stockholders' Equity	Non- Controlling Interests	Total Equity
<b>2022</b>							
Equity, January 1, 2022	\$ 57,319	\$ 154,209	\$ (169,392)	\$ (23,234)	\$ 18,901	\$ 95	\$ 18,996
Net income plus other comprehensive income/(loss)							
Net income		1,639			1,639		1,639
Other comprehensive income/(loss)				6,494	6,494		6,494
Total comprehensive income					\$ 8,134		\$ 8,134
Cash dividends paid—common stock (\$ 6.59 per share)		(5,948)			(5,948)		(5,948)
Common stock issued under employee plans ( 8,539,072 shares)	962				962		962
Purchases ( 3,027,994 shares) and sales ( 2,512,300 shares) of treasury stock under employee plans—net		(12)	(92)		(104)		(104)
Other equity	63	(63)			0		0
Changes in noncontrolling interests						(18)	(18)
<b>Equity, December 31, 2022</b>	<b>\$ 58,343</b>	<b>\$ 149,825</b>	<b>\$ (169,484)</b>	<b>\$ (16,740)</b>	<b>\$ 21,944</b>	<b>\$ 77</b>	<b>\$ 22,021</b>

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.

(\$ in millions except per share amounts)

	Common Stock and Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income/(Loss)	Total IBM Stockholders' Equity	Non- Controlling Interests	Total Equity
<b>2023</b>							
Equity, January 1, 2023	\$ 58,343	\$ 149,825	\$ (169,484)	\$ (16,740)	\$ 21,944	\$ 77	\$ 22,021
Net income plus other comprehensive income/(loss)							
Net income		7,502			7,502		7,502
Other comprehensive income/(loss)				(2,021)	(2,021)		(2,021)
Total comprehensive income					\$ 5,481		\$ 5,481
Cash dividends paid—common stock (\$ 6.63 per share)		(6,040)			(6,040)		(6,040)
Common stock issued under employee plans ( 9,794,240 shares)	1,300				1,300		1,300
Purchases ( 2,953,554 shares) and sales ( 2,080,983 shares) of treasury stock under employee plans—net		(11)	(140)		(152)		(152)
Changes in noncontrolling interests						3	3
<b>Equity, December 31, 2023</b>	<b>\$ 59,643</b>	<b>\$ 151,276</b>	<b>\$ (169,624)</b>	<b>\$ (18,761)</b>	<b>\$ 22,533</b>	<b>\$ 80</b>	<b>\$ 22,613</b>

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.

**Consolidated Statement of Equity**

International Business Machines Corporation and Subsidiary Companies

(\$ in millions except per share amounts)

	Common Stock and Additional Paid-in Capital		Retained Earnings		Treasury Stock		Accumulated Other Comprehensive Income/(Loss)		Total IBM Stockholders' Equity		Non- Controlling Interests		Total Equity	
2024														
Equity, January 1, 2024	\$	59,643	\$	151,276	\$	(169,624)	\$	(18,761)	\$	22,533	\$	80	\$	22,613
Net income plus other comprehensive income/(loss)														
Net income				6,023						6,023				6,023
Other comprehensive income/(loss)							3,492		3,492					3,492
Total comprehensive income								\$	9,516			\$		9,516
Cash dividends paid—common stock (\$ 6.67 per share)				(6,147)						(6,147)				(6,147)
Common stock issued under employee plans ( 12,253,153 shares)		1,737								1,737				1,737
Purchases (3,430,885 shares) and sales ( 2,454,155 shares) of treasury stock under employee plans—net				11		(343)				(332)				(332)
Changes in noncontrolling interests											6			6
Equity, December 31, 2024	\$	61,380	\$	151,163	\$	(169,968)	\$	(15,269)	\$	27,307	\$	86	\$	27,393

Amounts may not add due to rounding.

The accompanying notes are an integral part of the financial statements.

**NOTE A. SIGNIFICANT ACCOUNTING POLICIES****Basis of Presentation**

The accompanying Consolidated Financial Statements and footnotes of the International Business Machines Corporation (IBM or "the company") have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Within the financial statements and tables presented, certain columns and rows may not add due to the use of rounded numbers for disclosure purposes. Percentages presented are calculated from the underlying whole-dollar amounts. Certain prior-year amounts have been reclassified to conform to the change in current year presentation. This is annotated where applicable.

Over the past several years, the company has taken actions to reduce the risk profile of its worldwide retirement-related plans, while at the same time increasing the funded status of the plans. In 2022 and 2024, non-participating single group annuity contracts were purchased from insurers which irrevocably transferred to the insurers certain defined benefit ("DB") pension obligations and related plan assets, as described below. There were no changes to the amount of benefits payable to the participants and beneficiaries of the plans transferred. These pension transfers reduced the company's pension obligations and assets by approximately the same amount and were purchased using assets from their respective retirement plans with no additional funding contributions required from the company. Each transaction resulted in the recognition of a one-time, non-cash, pre-tax pension settlement charge ("pension settlement charge") in the respective period of the pension transfer. Additional details of each transfer are included below:

In September 2022, the IBM Personal Pension Plan ("Qualified PPP") irrevocably transferred to insurers approximately \$ 16 billion of the Qualified PPP's DB pension obligations and related plan assets. As a result of this transaction, the company recognized a pension settlement charge of \$ 5.9 billion (\$ 4.4 billion net of tax) in the third quarter of 2022.

In September 2024, the Qualified PPP irrevocably transferred to an insurer approximately \$ 6 billion of the Qualified PPP's DB pension obligations and related plan assets. As a result of this transaction, the company recognized a pension settlement charge of \$ 2.7 billion (\$ 2.0 billion net of tax) in the third quarter of 2024.

In October 2024, IBM Canada LTD ("IBMC") irrevocably transferred to insurers approximately \$ 1.2 billion of the IBMC IBM Retirement Plan DB pension obligations and related plan assets. As a result of this transaction, the company recognized a pension settlement charge of \$ 0.4 billion in the fourth quarter of 2024.

The pension settlement charges described above were primarily related to the accelerated recognition of accumulated actuarial losses of the plans. The tax benefits associated with these pension settlement charges are reflected as an adjustment to reconcile net income to net cash provided by operating activities within deferred taxes in the Consolidated Statement of Cash Flows. Refer to note U, "Retirement-Related Benefits," for additional information.

The company reported a benefit from income taxes of \$ 218 million and \$ 626 million for the years ended December 31, 2024 and December 31, 2022, respectively. The 2024 and 2022 tax benefits were driven by the tax impact of the pension settlement charges, as described above. The 2024 tax benefit was also driven by the resolution of certain tax audit matters. Refer to note G, "Taxes," for additional information.

Noncontrolling interest amounts of \$ 17 million, \$ 16 million and \$ 20 million, net of tax, for the years ended December 31, 2024, 2023 and 2022, respectively, are included as a reduction within other (income) and expense in the Consolidated Income Statement.

**Principles of Consolidation**

The Consolidated Financial Statements include the accounts of IBM and its controlled subsidiaries, which are primarily majority owned. Any noncontrolling interest in the equity of a subsidiary is reported as a component of total equity in the Consolidated Balance Sheet. Net income and losses attributable to the noncontrolling interest are reported as described above in the Consolidated Income Statement. The accounts of variable interest entities (VIEs) are included in the Consolidated Financial Statements, if required. Investments in business entities in which the company does not have control but has the ability to exercise significant influence over operating and financial policies, are accounted for using the equity method and the company's proportionate share of income or loss is recorded in other (income) and expense. At December 31, 2024 and 2023, equity method investments were \$ 108 million and \$ 125 million, respectively. Equity investments in non-publicly traded entities lacking controlling financial interest or significant influence are primarily measured at cost, absent other indicators of fair value, net of impairment, if any. At December 31, 2024 and 2023, equity investments measured at cost were \$ 156 million and \$ 131 million, respectively. Equity method investments and equity investments measured at cost are included in investments and sundry assets in the Consolidated Balance Sheet. The accounting policy for other investments in equity securities is described within the "Marketable Securities" section of this note. All intercompany transactions and accounts have been eliminated in IBM 's consolidated financial results.

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**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts that are reported in the Consolidated Financial Statements and accompanying disclosures. Estimates are made for the following, among others: revenue, costs to complete service contracts, income taxes, pension assumptions, valuation of assets including goodwill and intangible assets, loss contingencies, allowance for credit losses and other matters. These estimates are based on management's best knowledge of current events, historical experience, actions that the company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may be different from these estimates.

In the fourth quarter of 2022, the company completed its annual assessment of the useful lives of its information technology equipment. Due to advances in technology, the company determined it should increase the estimated useful lives of its server and network equipment from five to six years for new assets and from three to four years for used assets. This change in accounting estimate was effective beginning January 1, 2023.

**Revenue**

The company accounts for a contract with a client when it has written approval, the contract is committed, the rights of the parties, including payment terms, are identified, the contract has commercial substance and consideration is probable of collection.

Revenue is recognized when, or as, control of a promised product or service transfers to a client, in an amount that reflects the consideration to which the company expects to be entitled in exchange for transferring those products or services. If the consideration promised in a contract includes a variable amount, the company estimates the amount to which it expects to be entitled using either the expected value or most likely amount method. The company's contracts may include terms that could cause variability in the transaction price, including, for example, rebates, volume discounts, service-level penalties, and performance bonuses or other forms of contingent revenue.

The company only includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The company may not be able to reliably estimate contingent revenue in certain long-term arrangements due to uncertainties that are not expected to be resolved for a long period of time or when the company's experience with similar types of contracts is limited. The company's arrangements infrequently include contingent revenue. Changes in estimates of variable consideration are included in note C, "Revenue Recognition."

The company's standard billing terms are that payment is due upon receipt of invoice, payable within 30 days. Invoices are generally issued as control transfers and/or as services are rendered. Additionally, in determining the transaction price, the company adjusts the promised amount of consideration for the effects of the time value of money if the billing terms are not standard and the timing of payments agreed to by the parties to the contract provide the client or the company with a significant benefit of financing, in which case the contract contains a significant financing component. As a practical expedient, the company does not account for significant financing components if the period between when the company transfers the promised product or service to the client and when the client pays for that product or service will be one year or less. Most arrangements that contain a financing component are financed through the company's Financing business and include explicit financing terms.

The company may include subcontractor services or third-party vendor equipment or software in certain integrated services arrangements. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the company is acting as an agent between the client and the vendor, and gross when the company is the principal for the transaction. To determine whether the company is an agent or principal, the company considers whether it obtains control of the products or services before they are transferred to the customer. In making this evaluation, several factors are considered, most notably whether the company has primary responsibility for fulfillment to the client, as well as inventory risk and pricing discretion.

The company recognizes revenue on sales to solution providers, resellers and distributors (herein referred to as resellers) when the reseller has economic substance apart from the company and the reseller is considered the principal for the transaction with the end-user client.

The company reports revenue net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions.

In addition to the aforementioned general policies, the following are the specific revenue recognition policies for arrangements with multiple performance obligations and for each major category of revenue.

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#### Arrangements with Multiple Performance Obligations

The company's global capabilities as a hybrid cloud platform and AI company include services, software, hardware and related financing. The company enters into revenue arrangements that may consist of any combination of these products and services based on the needs of its clients.

The company continues to develop new products and offerings and their associated consumption and delivery methods, including the use of cloud and as-a-Service models. These are not separate businesses; they are offerings across the segments that address market opportunities in areas such as cloud, data, AI, analytics and security. Revenue from these offerings follows the specific revenue recognition policies for arrangements with multiple performance obligations and for each major category of revenue, depending on the type of offering, which are comprised of services, software and/or hardware.

To the extent that a product or service in multiple performance obligation arrangements is subject to other specific accounting guidance, such as leasing guidance, that product or service is accounted for in accordance with such specific guidance. For all other products or services in these arrangements, the company determines if the products or services are distinct and allocates the consideration to each distinct performance obligation on a relative standalone selling price basis.

When products and services are not distinct, the company determines an appropriate measure of progress based on the nature of its overall promise for the single performance obligation.

The revenue policies in the Services, Hardware and/or Software sections below are applied to each performance obligation, as applicable.

#### Services

The company's primary services offerings include consulting services, including business transformation; technology consulting and application operations including the design and development of complex IT environments to a client's specifications (e.g., design and build); cloud services; business process outsourcing; security services and infrastructure support. Many of these services can be delivered entirely or partially through cloud or as-a-Service delivery models. The company's services are provided on a time-and-material basis, as a fixed-price contract or as a fixed-price per measure of output contract and the contract terms generally range from less than one year to 5 years.

In services arrangements, the company typically satisfies the performance obligation and recognizes revenue over time. In design and build arrangements, the performance obligation is satisfied over time either because the client controls the asset as it is created (e.g., when the asset is built at the customer site) or because the company's performance does not create an asset with an alternative use and the company has an enforceable right to payment plus a reasonable profit for performance completed to date. In most other services arrangements, the performance obligation is satisfied over time because the client simultaneously receives and consumes the benefits provided as the company performs the services.

Revenue from time-and-material contracts is recognized on an output basis as labor hours are delivered and/or direct expenses are incurred. Revenue from as-a-Service type contracts, such as Infrastructure-as-a-Service, is recognized either on a straight-line basis or on a usage basis, depending on the terms of the arrangement (such as whether the company is standing ready to perform or whether the contract has usage-based metrics). If an as-a-Service contract includes setup activities, those promises in the arrangement are evaluated to determine if they are distinct.

In areas such as application management, business process outsourcing and other cloud-based services arrangements, the company determines whether the services performed during the initial phases of the arrangement, such as setup activities, are distinct. In most cases, the arrangement is a single performance obligation comprised of a series of distinct services that are substantially the same and that have the same pattern of transfer (i.e., distinct days of service). The company applies a measure of progress (typically time-based) to any fixed consideration and allocates variable consideration to the distinct periods of service based on usage. As a result, revenue is generally recognized over the period the services are provided on a usage basis. This results in revenue recognition that corresponds with the value to the client of the services transferred to date relative to the remaining services promised.

Revenue related to maintenance and infrastructure support and extended warranty is recognized on a straight-line basis over the period of performance because the company is standing ready to provide services.

In design and build contracts, revenue is recognized based on progress toward completion of the performance obligation using a cost-to-cost measure of progress. Revenue is recognized based on the labor costs incurred to date as a percentage of the total estimated labor costs to fulfill the contract. Due to the nature of the work performed in these arrangements, the estimation of cost at completion is complex, subject to many variables and requires significant judgment. Key factors reviewed by the company to estimate costs to complete each contract are future labor and product costs and expected productivity efficiencies. Changes in original estimates are reflected in revenue on a cumulative catch-up basis in the period in which the circumstances that gave rise to

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the revision become known by the company. Refer to note C, "Revenue Recognition," for the amount of revenue recognized in the reporting period on a cumulative catch-up basis (i.e., from performance obligations satisfied, or partially satisfied, in previous periods).

The company performs ongoing profitability analyses of its design and build services contracts accounted for using a cost-to-cost measure of progress in order to determine whether the latest estimates of revenues, costs and profits require updating. If at any time these estimates indicate that the contract will be unprofitable, the entire estimated loss for the remainder of the contract is recorded immediately. For other types of services contracts, any losses are recorded as incurred.

In some services contracts, the company bills the client prior to recognizing revenue from performing the services. Deferred income of \$ 3,169 million and \$ 3,444 million at December 31, 2024 and 2023, respectively, is included in the Consolidated Balance Sheet. In other services contracts, the company performs the services prior to billing the client. When the company performs services prior to billing the client in design and build contracts, the right to consideration is typically subject to milestone completion or client acceptance and the unbilled accounts receivable is classified as a contract asset. At December 31, 2024 and 2023, contract assets for services contracts of \$ 403 million and \$ 420 million, respectively, are included in prepaid expenses and other current assets in the Consolidated Balance Sheet. The remaining amount of unbilled accounts receivable for services contracts of \$ 808 million and \$ 816 million at December 31, 2024 and 2023, respectively, are included in notes and accounts receivable—trade in the Consolidated Balance Sheet.

Billings usually occur in the month after the company performs the services or in accordance with specific contractual provisions.

#### Hardware

The company's hardware offerings include the sale or lease of Hybrid Infrastructure solutions including IBM Z as well as Distributed Infrastructure solutions such as Power and Storage solutions. The capabilities of these products can also be delivered through as-a-Service or cloud delivery models, such as Infrastructure-as-a-Service and Storage-as-a-Service. The company also offers installation services for its more complex hardware products. Hardware offerings are often sold with distinct maintenance services, described in the Services section above.

Revenue from hardware sales is recognized when control has transferred to the customer which typically occurs when the hardware has been shipped to the client, risk of loss has transferred to the client and the company has a present right to payment for the hardware. In limited circumstances when a hardware sale includes client acceptance provisions, revenue is recognized either when client acceptance has been obtained, client acceptance provisions have lapsed, or the company has objective evidence that the criteria specified in the client acceptance provisions have been satisfied. Revenue from hardware sales-type leases is recognized at the beginning of the lease term. Revenue from rentals and operating leases is recognized on a straight-line basis over the term of the rental or lease.

Revenue from as-a-Service arrangements is recognized either on a straight-line basis or on a usage basis as described in the Services section above. Installation services are accounted for as distinct performance obligations with revenue recognized as the services are performed. Shipping and handling activities that occur after the client has obtained control of a product are accounted for as an activity to fulfill the promise to transfer the product rather than as an additional promised service and, therefore, no revenue is deferred and recognized over the shipping period.

#### Software

The company's software offerings include hybrid platform software solutions, which contain many of the company's strategic areas including Red Hat, automation, data and AI, and security; transaction processing, which primarily supports mission-critical systems for clients; and distributed infrastructure software, which provides operating systems for IBM Z and Power Systems hardware. These offerings include proprietary software and open-source software, and many can be delivered entirely or partially through as-a-Service or cloud delivery models, while others are delivered as on-premise software licenses.

Revenue from proprietary perpetual (one-time charge) license software is recognized at a point in time at the inception of the arrangement when control transfers to the client, if the software license is distinct from the post-contract support (PCS) offered by the company.

Revenue from proprietary term license software is recognized at a point in time for the committed term of the contract, unless consideration depends on client usage, in which case revenue is recognized when the usage occurs.

Proprietary term licenses often have a one-month contract term due to client termination rights, in which case, revenue would be recognized in that month for both the license and PCS. Clients may contract to convert their existing IBM term license software into perpetual license software plus PCS. When proprietary term license software is converted to perpetual license software, the consideration becomes fixed with no cancellability and, therefore, revenue for the perpetual license is recognized upon conversion, consistent with the accounting for other perpetual licenses, as described above. PCS revenue is recognized as described below.

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The company also has open-source software offerings. Since open-source software is offered under an open-source licensing model and therefore, the license is available for free, the standalone selling price is zero. As such, when the license is sold with PCS or other products and services, no consideration is allocated to the license when it is a distinct performance obligation and therefore no revenue is recognized when control of the license transfers to the client. Revenue is recognized over the PCS period. In certain cases, open-source software is bundled with proprietary software and, if the open-source software is not considered distinct, the software bundle is accounted for under a proprietary software model.

Revenue from PCS is recognized over the contract term on a straight-line basis because the company is providing a service of standing ready to provide support, when-and-if needed, and is providing unspecified software upgrades on a when-and-if available basis over the contract term.

Revenue from software hosting or Software-as-a-Service (SaaS) arrangements is recognized either on a straight-line basis or on a usage basis as described in the Services section above. In software hosting arrangements, the rights provided to the client (e.g., ownership of a license, contract termination provisions and the feasibility of the client to operate the software) are considered in determining whether the arrangement includes a license. In arrangements that include a software license, the associated revenue is recognized in accordance with the software license recognition policy above rather than over time as a service.

#### Financing

Financing income attributable to sales-type leases, direct financing leases and loans is recognized on the accrual basis using the effective interest method. Operating lease income is recognized on a straight-line basis over the term of the lease.

#### Standalone Selling Price

The company allocates the transaction price to each performance obligation on a relative standalone selling price basis. The standalone selling price (SSP) is the price at which the company would sell a promised product or service separately to a client. In most cases, the company is able to establish SSP based on the observable prices of products or services sold separately in comparable circumstances to similar clients. The company typically establishes SSP ranges for its products and services which are reassessed on a periodic basis or when facts and circumstances change.

In certain instances, the company may not be able to establish a SSP range based on observable prices, and as a result, the company estimates SSP. The company estimates SSP by considering multiple factors including, but not limited to, overall market conditions, including geographic or regional specific factors, internal costs, profit objectives and pricing practices. Additionally, in certain circumstances, the company may estimate SSP for a product or service by applying the residual approach. Estimating SSP is a formal process that includes review and approval by the company's management.

#### Services Costs

Recurring operating costs for services contracts are recognized as incurred. For fixed-price design and build contracts, the costs of external hardware and software accounted for under the cost-to-cost measure of progress are deferred and recognized based on the labor costs incurred to date (i.e., the measure of progress), as a percentage of the total estimated labor costs to fulfill the contract as control transfers over time for these performance obligations. Certain eligible, non-recurring costs (i.e., setup costs) incurred in the initial phases of business process outsourcing contracts and other cloud-based services contracts, including Software-as-a-Service arrangements, are capitalized when the costs relate directly to the contract, the costs generate or enhance resources of the company that will be used in satisfying the performance obligation in the future, and the costs are expected to be recovered. These costs consist of transition and setup costs related to the provisioning, configuring, implementation and training and other deferred fulfillment costs, including, for example, prepaid assets used in services contracts (i.e., prepaid software or prepaid maintenance). Capitalized costs are amortized on a straight-line basis over the expected period of benefit, which can include anticipated contract renewals or extensions, consistent with the transfer to the client of the services to which the asset relates. Additionally, fixed assets associated with these contracts are capitalized and depreciated on a straight-line basis over the expected useful life of the asset. If an asset is contract specific, then the depreciation period is the shorter of the useful life of the asset or the contract term. Amounts paid to clients in excess of the fair value of acquired assets used in business process outsourcing arrangements are deferred and amortized on a straight-line basis as a reduction of revenue over the expected period of benefit. The company performs periodic reviews to assess the recoverability of deferred contract transition and setup costs. If the carrying amount is deemed not recoverable, an impairment loss is recognized. Refer to note C, "Revenue Recognition," for the amount of deferred costs to fulfill a contract at December 31, 2024 and 2023.

In situations in which a business process outsourcing or other cloud-based services contract is terminated, the terms of the contract may require the client to reimburse the company for the recovery of unbilled accounts receivable, unamortized deferred contract costs and additional costs incurred by the company to transition the services.

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**Software Costs**

Costs that are related to the conceptual formulation and design of licensed software programs are expensed as incurred to research, development and engineering expense; costs that are incurred to produce the finished product after technological feasibility has been established are capitalized as an intangible asset. Capitalized amounts are amortized on a straight-line basis over periods ranging up to three years and are recorded in software cost within cost of sales. The company performs periodic reviews to ensure that unamortized program costs remain recoverable from future revenue. Costs to support or service licensed programs are charged to software cost within cost of sales as incurred.

The company capitalizes certain costs that are incurred to purchase or develop internal-use software. Internal-use software programs also include software used by the company to deliver Software-as-a-Service when the client does not receive a license to the software and the company has no substantive plans to market the software externally. Capitalized costs are amortized on a straight-line basis over periods ranging up to three years and are recorded in selling, general and administrative expense or cost of sales, depending on whether the software is used by the company in revenue generating transactions. Additionally, the company may capitalize certain types of implementation costs and amortize them over the term of the arrangement when the company is a customer in a cloud-computing arrangement.

**Incremental Costs of Obtaining a Contract**

Incremental costs of obtaining a contract (e.g., sales commissions) are capitalized and amortized on a straight-line basis over the expected customer relationship period if the company expects to recover those costs. The expected customer relationship period, determined based on the average customer relationship period, including expected renewals, for each offering type, is three years. Expected renewal periods are only included in the expected customer relationship period if commission amounts paid upon renewal are not commensurate with amounts paid on the initial contract. Incremental costs of obtaining a contract include only those costs the company incurs to obtain a contract that it would not have incurred if the contract had not been obtained. The company has determined that certain commissions programs meet the requirements to be capitalized. Some commission programs are not subject to capitalization as the commission expense is paid and recognized as the related revenue is recognized. Additionally, as a practical expedient, the company expenses costs to obtain a contract as incurred if the amortization period would have been a year or less. These costs are included in selling, general and administrative expenses.

**Product Warranties**

The company offers warranties for its hardware products that generally range up to three years, with the majority being either one or three years. Any cost of standard warranties is accrued when the corresponding revenue is recognized. The company estimates its standard warranty costs for products based on historical warranty claim experience and estimates of future spending and applies this estimate to the revenue stream for products under warranty. Estimated future costs for warranties applicable to revenue recognized in the current period are charged to cost of sales. The warranty liability is reviewed quarterly to verify that it properly reflects the remaining obligation based on the anticipated expenditures over the balance of the obligation period. Adjustments are made when actual warranty claim experience differs from estimates. Costs from fixed-price support or maintenance contracts, including extended warranty contracts, are recognized as incurred.

Revenue from extended warranty contracts is initially recorded as deferred income and subsequently recognized on a straight-line basis over the delivery period because the company is providing a service of standing ready to provide services over such term.

Refer to note Q, "Commitments & Contingencies," for additional information.

**Shipping and Handling**

Costs related to shipping and handling are recognized as incurred and included in cost in the Consolidated Income Statement.

**Expense and Other Income**[Selling, General and Administrative](#)

Selling, general and administrative (SG&A) expense is charged to income as incurred, except for certain sales commissions, which are capitalized and amortized. For further information regarding capitalizing sales commissions, refer to "Incremental Costs of Obtaining a Contract" above. Expenses of promoting and selling products and services are classified as selling expense and, in addition to sales commissions, include such items as compensation, advertising and travel. General and administrative expense includes such items as compensation, IT costs, legal costs, office rental, non-income taxes, and insurance. In addition, general and administrative expense includes other operating items such as amortization of certain intangible assets, workforce rebalancing charges related to employees terminated in the ongoing course of business, acquisition costs related to business combinations, environmental remediation costs, and allowance for credit losses.

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**Advertising and Promotional Expense**

The company expenses advertising and promotional costs as incurred. Cooperative advertising reimbursements from vendors are recorded net of advertising and promotional expense in the period in which the related advertising and promotional expense is incurred.

Advertising and promotional expense, which includes media, agency and promotional expense, was \$ 1,173 million, \$ 1,237 million and \$ 1,330 million in 2024, 2023 and 2022, respectively, and is recorded in SG&A expense in the Consolidated Income Statement.

**Research, Development and Engineering**

Research, development and engineering (RD&E) costs are expensed as incurred. These costs are predominantly research and development expenses, related to scientific research and the application of scientific advances to the development of new and improved products and their uses, as well as services and their application. Software costs that are incurred to produce the finished product after technological feasibility has been established are capitalized as an intangible asset.

**Intellectual Property and Custom Development Income**

The company licenses and sells the rights to certain of its intellectual property (IP) including internally developed patents, trade secrets and technological know-how. Certain IP transactions to third parties are licensing/royalty-based and others are transaction-based sales/other transfers. Income from licensing arrangements is recognized at the inception of the license term if the nature of the company's promise is to provide a right to use the company's intellectual property as it exists at that point in time (i.e., the license is functional intellectual property) and control has transferred to the client. Income is recognized over time if the nature of the company's promise is to provide a right to access the company's intellectual property throughout the license period (i.e., the license is symbolic intellectual property), such as a trademark license. Income from royalty-based fee arrangements is recognized at the later of when the subsequent sale or usage occurs or the performance obligation to which some or all of the royalty has been allocated has been satisfied (or partially satisfied). The company also enters into cross-licensing arrangements of patents, and income from these arrangements is recognized when control transfers to the customer. In addition, the company earns income from certain custom development projects with strategic technology partners and specific clients. The company records the income from these projects over time as the company satisfies the performance obligation if there are no repayment provisions and the fee is not dependent upon the ultimate success of the project.

**Government Assistance**

The company receives grants from governments and government agencies (government) in support of certain of the company's business activities, primarily related to research, job creation, or job training. Grants are generally received in the form of cash as either a recovery for expenses incurred or as an incentive for meeting certain requirements as agreed to in the grant, with terms ranging from one to five years. Grants are recorded as credits against Cost, SG&A and RD&E in the Consolidated Income Statement based on the nature of the grant and the expense being offset once the conditions and restrictions of the grant have been met and payment has been received from the government. When a grant is received before conditions of the grant have been met, the grant is recorded in other accrued expenses and liabilities or other liabilities in the Consolidated Balance Sheet. For the years ended December 31, 2024 and 2023, grants recorded in the company's Consolidated Financial Statements were not material.

**Business Combinations and Intangible Assets Including Goodwill**

The company accounts for business combinations using the acquisition method and accordingly, the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree are generally recorded at their acquisition date fair values. Contract assets and contract liabilities are measured in accordance with the guidance on revenue recognition. Goodwill represents the excess of the purchase price over the fair value of net assets, including the amount assigned to identifiable intangible assets. The primary drivers that generate goodwill are the value of synergies between the acquired entities and the company and the acquired assembled workforce, neither of which qualifies as a separately identifiable intangible asset. Goodwill recorded in an acquisition is assigned to applicable reporting units based on expected revenues or expected cash flows. Identifiable intangible assets with finite lives are amortized over their useful lives. Amortization of completed technology is recorded in cost, and amortization of all other intangible assets is recorded in SG&A expense. Acquisition-related costs, including advisory, legal, accounting, valuation and pre-close and other costs, are typically expensed in the periods in which the costs are incurred and are recorded in SG&A expense. The results of operations of acquired businesses are included in the Consolidated Financial Statements from the acquisition date.

**Impairment**

Long-lived assets, other than goodwill, are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The impairment test is typically based on undiscounted cash flows and, if impaired, the asset is written down to fair value based on either discounted cash flows or appraised values. Goodwill is tested for impairment at least annually, in the fourth quarter and whenever changes in circumstances indicate an impairment may exist. The goodwill impairment test is performed at the reporting unit level, which is generally at the level of or one level below an operating segment.

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**Depreciation and Amortization**

Property, plant and equipment are carried at cost and depreciated over their estimated useful lives using the straight-line method. The estimated useful lives of certain depreciable assets are as follows: buildings, 30 to 50 years; building equipment, 10 to 20 years; land improvements, 20 years; production, engineering, office and other equipment, 2 to 20 years; and information technology equipment, 1.5 to 6 years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the related lease term, rarely exceeding 25 years.

As noted within the "Software Costs" section of this note, capitalized software costs are amortized on a straight-line basis over periods ranging up to 3 years. Other intangible assets are amortized over periods between 1 and 20 years.

**Environmental**

The cost of internal environmental protection programs that are preventative in nature are expensed as incurred. When a cleanup program becomes likely, and it is probable that the company will incur cleanup costs and those costs can be reasonably estimated, the company accrues remediation costs for known environmental liabilities.

**Asset Retirement Obligations**

Asset retirement obligations (ARO) are legal obligations associated with the retirement of long-lived assets and the liability is initially recorded at fair value. The related asset retirement costs are capitalized by increasing the carrying amount of the related assets by the same amount as the liability. Asset retirement costs are subsequently depreciated over the useful lives of the related assets. Subsequent to initial recognition, the company records period-to-period changes in the ARO liability resulting from the passage of time in interest expense and revisions to either the timing or the amount of the original expected cash flows to the related assets.

**Defined Benefit Pension and Nonpension Postretirement Benefit Plans**

The funded status of the company's defined benefit pension plans and nonpension postretirement benefit plans (retirement-related benefit plans) is recognized in the Consolidated Balance Sheet. The funded status is measured as the difference between the fair value of plan assets and the benefit obligation at December 31, the measurement date. For defined benefit pension plans, the benefit obligation is the projected benefit obligation (PBO), which represents the actuarial present value of benefits expected to be paid upon retirement based on employee services already rendered and estimated future compensation levels. For the nonpension postretirement benefit plans, the benefit obligation is the accumulated postretirement benefit obligation (APBO), which represents the actuarial present value of postretirement benefits attributed to employee services already rendered. The fair value of plan assets represents the current market value of assets held in an irrevocable trust fund, held for the sole benefit of participants, which are invested by the trust fund. Overfunded plans, with the fair value of plan assets exceeding the benefit obligation, are aggregated and recorded as a prepaid pension asset equal to this excess. Underfunded plans, with the benefit obligation exceeding the fair value of plan assets, are aggregated and recorded as a retirement and nonpension postretirement benefit obligation equal to this excess.

The current portion of the retirement and nonpension postretirement benefit obligations represents the actuarial present value of benefits payable in the next 12 months exceeding the fair value of plan assets, measured on a plan-by-plan basis. This obligation is recorded in compensation and benefits in the Consolidated Balance Sheet.

Net periodic pension and nonpension postretirement benefit cost/(income) is recorded in the Consolidated Income Statement and includes service cost, interest cost, expected return on plan assets, amortization of prior service costs/(credits) and (gains)/losses previously recognized as a component of other comprehensive income/(loss) (OCI) and amortization of the net transition asset remaining in accumulated other comprehensive income/(loss) (AOCI). The service cost component of net benefit cost is recorded in Cost, SG&A and RD&E in the Consolidated Income Statement (unless eligible for capitalization) based on the employees' respective functions. The other components of net benefit cost are presented separately from service cost within other (income) and expense in the Consolidated Income Statement.

(Gains)/losses and prior service costs/(credits) are recognized as a component of OCI in the Consolidated Statement of Comprehensive Income as they arise. Those (gains)/losses and prior service costs/(credits) are subsequently recognized as a component of net periodic cost/(income) pursuant to the recognition and amortization provisions of applicable accounting guidance. (Gains)/losses arise as a result of differences between actual experience and assumptions or as a result of changes in actuarial assumptions. Prior service costs/(credits) represent the cost of benefit changes attributable to prior service granted in plan amendments.

The measurement of benefit obligations and net periodic cost/(income) is based on estimates and assumptions approved by the company's management. These valuations reflect the terms of the plans and use participant-specific information such as compensation, age and years of service, as well as certain assumptions, including estimates of discount rates, expected return on plan assets, rate of compensation increases, interest crediting rates and mortality rates.

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**Defined Contribution Plans**

The company's contribution for defined contribution plans is recorded when the employee renders service to the company. The charge is recorded in Cost, SG&A and RD&E in the Consolidated Income Statement based on the employees' respective functions.

**Stock-Based Compensation**

Stock-based compensation represents the cost related to stock-based awards granted to employees. The company measures stock-based compensation cost at the grant date, based on the estimated fair value of the award and recognizes the cost on a straight-line basis (net of estimated forfeitures) over the employee requisite service period. The company grants its employees Restricted Stock Units (RSUs), including Retention Restricted Stock Units (RRSUs); Performance Share Units (PSUs); and stock options. RSUs are stock awards granted to employees that entitle the holder to shares of common stock as the award vests, typically over a one- to four-year period. PSUs are stock awards where the number of shares ultimately received by the employee depends on performance against specified targets and typically vest over a three-year period. Over the performance period, the number of shares that will be issued is adjusted based upon the probability of achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense will be based on a comparison of the final performance metrics to the specified targets. Dividend equivalents are not paid on the stock awards described above. The fair value of the awards is determined and fixed on the grant date based on the company's stock price, adjusted for the exclusion of dividend equivalents where applicable and for PSUs assumes that performance targets will be achieved. The company estimates the fair value of stock options using a Black-Scholes valuation model. Stock-based compensation cost is recorded in Cost, SG&A, and RD&E in the Consolidated Income Statement based on the employees' respective functions.

The company records deferred tax assets for awards that result in deductions on the company's income tax returns, based on the amount of compensation cost recognized and the relevant statutory tax rates. The differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported on the income tax return are recorded as a benefit or expense to the provision for income taxes in the Consolidated Income Statement.

**Income Taxes**

Income tax expense is based on reported income before income taxes. Deferred income taxes reflect the tax effect of temporary differences between asset and liability amounts that are recognized for financial reporting purposes and the amounts that are recognized for income tax purposes. These deferred taxes are measured by applying currently enacted tax laws. The company includes Global Intangible Low-Taxed Income (GILTI) in measuring deferred taxes. Valuation allowances are recognized to reduce deferred tax assets to the amount that will more likely than not be realized. In assessing the need for a valuation allowance, management considers all available evidence for each jurisdiction including past operating results, estimates of future taxable income and the feasibility of ongoing tax planning strategies/actions. When the company changes its determination as to the amount of deferred tax assets that can be realized, the valuation allowance is adjusted with a corresponding impact to income tax expense in the period in which such determination is made.

The company recognizes additional tax liabilities when the company believes that certain positions may not be fully sustained upon review by tax authorities. Benefits from tax positions are measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon settlement. The noncurrent portion of tax liabilities is included in other liabilities in the Consolidated Balance Sheet. To the extent that new information becomes available which causes the company to change its judgment regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact income tax expense in the period in which such determination is made. Interest and penalties, if any, related to accrued liabilities for potential tax assessments are included in income tax expense.

**Translation of Non-U.S. Currency Amounts**

Assets and liabilities of non-U.S. subsidiaries that have a local functional currency are translated to U.S. dollars at year-end exchange rates. Translation adjustments are recorded in OCI. Income and expense items are translated at weighted-average rates of exchange prevailing during the year.

Inventory, property, plant and equipment—net and other non-monetary assets and liabilities of non-U.S. subsidiaries and branches that operate in U.S. dollars are translated at the approximate exchange rates prevailing when the company acquired the assets or liabilities. All other assets and liabilities denominated in a currency other than U.S. dollars are translated at year-end exchange rates with the transaction gain or loss recognized in other (income) and expense. Income and expense items are translated at the weighted-average rates of exchange prevailing during the year. These translation gains and losses are included in net income for the period in which exchange rates change.

**Derivative Financial Instruments**

The company uses derivative financial instruments primarily to manage foreign currency and interest rate risk, and to a lesser extent equity. The company does not use derivative financial instruments for trading or speculative purposes. Derivatives that qualify for hedge accounting can be designated as either cash flow hedges, net investment hedges, or fair value hedges. The company may

enter into derivative contracts that economically hedge certain of its risks, even when hedge accounting does not apply, or the company elects not to apply hedge accounting.

Derivatives are recognized in the Consolidated Balance Sheet at fair value on a gross basis as either assets or liabilities and classified as current or noncurrent based upon whether the maturity of the instrument is less than or greater than 12 months.

Changes in the fair value of derivatives designated as a cash flow hedge are recorded, net of applicable taxes, in OCI and subsequently reclassified into the same income statement line as the hedged exposure when the underlying hedged item is recognized in earnings. For forward contracts designated as cash flow hedges of the principal associated with foreign currency denominated debt, the company excludes the initial forward points from the assessment of hedge effectiveness and recognizes it in other (income) and expense in the Consolidated Income Statement on a straight-line basis over the life of the hedging instrument. Changes in the fair value of the amounts excluded from the assessment of hedge effectiveness are recognized in OCI. Effectiveness for net investment hedging derivatives is measured on a spot-to-spot basis. Changes in the fair value of highly effective net investment hedging derivatives and other non-derivative financial instruments designated as net investment hedges are recorded as foreign currency translation adjustments in OCI. Unrealized gains or losses on excluded components of net investment hedging derivatives are recorded in OCI and recognized on a straight-line basis over the life of the hedge in interest expense and cost of financing in the Consolidated Income Statement. Changes in the fair value of interest rate derivatives designated as a fair value hedge and the offsetting changes in the fair value of the underlying hedged exposure are recorded in interest expense and cost of financing. Changes in the fair value of derivatives not designated as hedges are reported in earnings primarily in other (income) and expense. Refer to note S, "Derivative Financial Instruments," for further information.

The cash flows associated with derivatives designated as fair value and cash flow hedges are reported in cash flows from operating activities in the Consolidated Statement of Cash Flows. Cash flows from derivatives designated as net investment hedges and derivatives not designated as hedges are reported in cash flows from investing activities in the Consolidated Statement of Cash Flows. Cash flows from derivatives designated as hedges of foreign currency denominated debt directly associated with the settlement of the principal are reported in payments to settle debt in cash flows from financing activities in the Consolidated Statement of Cash Flows.

#### Financial Instruments

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date. Refer to note I, "Financial Assets & Liabilities," for further information. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

#### Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The company classifies certain assets and liabilities based on the following fair value hierarchy:

- Level 1—Quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed at the measurement date;
- Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3—Unobservable inputs for the asset or liability.

When available, the company uses unadjusted quoted market prices in active markets to measure the fair value and classifies such items as Level 1. If quoted market prices are not available, fair value is based upon internally developed models that use current market-based or independently sourced market parameters such as interest rates and currency rates. Items valued using internally generated models are classified according to the lowest level input or value driver that is significant to the valuation.

The determination of fair value considers various factors including interest rate yield curves and time value underlying the financial instruments. For derivatives and debt securities, the company uses a discounted cash flow analysis using discount rates commensurate with the duration of the instrument.

In determining the fair value of financial instruments, the company considers certain market valuation adjustments to the "base valuations" calculated using the methodologies described below for several parameters that market participants would consider in determining fair value:

- Counterparty credit risk adjustments are applied to financial instruments, taking into account the actual credit risk of a counterparty as observed in the credit default swap market to determine the true fair value of such an instrument.

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- Credit risk adjustments are applied to reflect the company's own credit risk when valuing all liabilities measured at fair value. The methodology is consistent with that applied in developing counterparty credit risk adjustments, but incorporates the company's own credit risk as observed in the credit default swap market.

The company holds investments primarily in time deposits, certificates of deposit, and U.S. government debt that are designated as available-for-sale. The primary objective of the company's cash and debt investment portfolio is to protect principal by investing in very liquid investment securities with highly rated counterparties.

Available-for-sale securities are measured for impairment on a recurring basis by comparing the security's fair value with its amortized cost basis. If the fair value of the security falls below its amortized cost basis, the change in fair value is recognized in the period the impairment is identified when the loss is due to credit factors. The change in fair value due to non-credit factors is recorded in other comprehensive income when the company does not intend to sell and has the ability to hold the investment. The company's standard practice is to hold all of its debt security investments classified as available-for-sale until maturity. There were no impairments for credit losses and no material non-credit impairments recognized for the years ended December 31, 2024, 2023 and 2022.

Certain nonfinancial assets such as property, plant and equipment, land, goodwill and intangible assets are subject to non-recurring fair value measurements if they are deemed to be impaired. The impairment models used for nonfinancial assets depend on the type of asset. There were no material impairments of nonfinancial assets for the years ended December 31, 2024, 2023 and 2022.

**Cash Equivalents**

All highly liquid investments with original maturities of three months or less at the date of purchase are considered to be cash equivalents.

**Marketable Securities**

The company measures equity investments at fair value with changes recognized in net income.

Debt securities included in current assets represent securities that are expected to be realized in cash within one year of the balance sheet date. Long-term debt securities are included in investments and sundry assets. Debt securities are considered available-for-sale and are reported at fair value with unrealized gains and losses, net of applicable taxes, in OCI. The realized gains and losses on available-for-sale debt securities are included in other (income) and expense in the Consolidated Income Statement. Realized gains and losses are calculated based on the specific identification method. Refer to note 1, "Financial Assets & Liabilities," for additional information.

**Inventory**

Raw materials, work in process and finished goods are stated at the lower of average cost or net realizable value.

**Notes and Accounts Receivable—Trade and Contract Assets**

The company classifies the right to consideration in exchange for products or services transferred to a client as either a receivable or a contract asset. A receivable is a right to consideration that is unconditional as compared to a contract asset which is a right to consideration that is conditional upon factors other than the passage of time. The majority of the company's contract assets represent unbilled amounts related to design and build services contracts when the cost-to-cost method of revenue recognition is utilized, revenue recognized exceeds the amount billed to the client, and the right to consideration is subject to milestone completion or client acceptance. Contract assets are generally classified as current and are recorded on a net basis with deferred income (i.e., contract liabilities) at the contract level.

**Financing Receivables**

Financing receivables primarily consist of client loan and installment payment receivables (loans) and investment in sales-type and direct financing leases (collectively referred to as client financing receivables) and commercial financing receivables. Leases are accounted for in accordance with lease accounting standards. Loans, which are generally unsecured, are primarily for IBM hardware, software and services. Commercial financing receivables are primarily for working capital financing to business partners and distributors of IBM products and services. Financing receivables are classified as either held for sale or held for investment, depending on the company's intent and ability to hold the underlying contract for the foreseeable future or until maturity or payoff. Loans and commercial financing receivables are recorded at amortized cost, which approximates fair value.

**Transfers of Financial Assets**

The company enters into arrangements to sell certain financial assets (primarily notes and accounts receivable—trade and financing receivables) to third-party financial institutions. For a transfer of financial assets to be considered a sale, the asset must be legally isolated from the company and the purchaser must have control of the asset ("true sale"). Determining whether all the true sale requirements have been met includes an evaluation of legal considerations, the extent of the company's continuing involvement with the assets transferred and any other relevant consideration. When the true sale criteria are met, the company derecognizes the

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carrying value of the financial asset transferred and recognizes a net gain or loss on the sale. The proceeds from these arrangements are reflected as cash provided by operating activities in the Consolidated Statement of Cash Flows. If the true sale criteria are not met, the transfer is considered a secured borrowing and the financial asset remains on the Consolidated Balance Sheet with proceeds from the sale recognized as debt and recorded as cash flows from financing activities in the Consolidated Statement of Cash Flows.

Arrangements to sell notes and accounts receivable-trade are used in the normal course of business as part of the company's cash and liquidity management. Facilities primarily in the U.S. and several countries in Europe enable the company to sell certain notes and accounts receivable-trade, without recourse, to third parties in order to manage credit, collection, concentration and currency risk. The gross amounts sold (the gross proceeds) under these arrangements were \$ 4.2 billion, \$ 3.4 billion and \$ 3.3 billion for the years ended December 31, 2024, 2023 and 2022, respectively. Within the notes and accounts receivables-trade sold and derecognized from the Consolidated Balance Sheet, \$ 0.9 billion, \$ 0.5 billion and \$ 1.0 billion remained uncollected from customers at December 31, 2024, 2023 and 2022, respectively. The fees and the net gains and losses associated with the transfer of notes and accounts receivables-trade were not material for any of the periods presented. Refer to note K, "Financing Receivables," for more information on transfers of financing receivables.

#### Allowance for Credit Losses

Receivables are recorded concurrent with billing and shipment of a product and/or delivery of a service to customers. An allowance for uncollectible trade receivables and contract assets, if needed, is estimated based on specific customer situations, current and future expected economic conditions, past experiences of losses, as well as an assessment of potential recoverability of the balance due.

The company estimates its allowances for expected credit losses for financing receivables by considering past events, including any historical default, historical concessions and resulting troubled debt restructurings, current economic conditions, any non-freestanding mitigating credit enhancements, and certain forward-looking information, including reasonable and supportable forecasts. The methodologies that the company uses to calculate its financing receivables reserves, which are applied consistently to its different portfolios, are as follows:

**Individually Evaluated**—The company reviews all financing receivables considered at risk quarterly, and performs an analysis based upon current information available about the client, such as financial statements, news reports, published credit ratings, current market-implied credit analysis, as well as collateral net of repossession cost, prior collection history and current and future expected economic conditions. For loans that are collateral dependent, impairment is measured using the fair value of the collateral when foreclosure is probable. Using this information, the company determines the expected cash flow for the receivable and calculates an estimate of the potential loss and the probability of loss. For those accounts in which the loss is probable, the company records a specific reserve.

**Collectively Evaluated**—The company determines its allowances for credit losses for collectively evaluated financing receivables (unallocated) based on two portfolio segments: client financing receivables and commercial financing receivables. The company further segments the portfolio into three classes: Americas, Europe/Middle East/Africa (EMEA) and Asia Pacific.

For client financing receivables, the company uses a credit loss model to calculate allowances based on its internal loss experience and current conditions and forecasts, by class of financing receivable. The company records an unallocated reserve that is calculated by applying a reserve rate to its portfolio, excluding accounts that have been individually evaluated and specifically reserved. This reserve rate is based upon credit rating, probability of default, term and loss history. The allowance is adjusted quarterly for expected recoveries of amounts that were previously written off or are expected to be written off. Recoveries cannot exceed the aggregated amount of the previous write-off or expected write-off.

The company considers forward-looking macroeconomic variables such as gross domestic product, unemployment rates, equity prices and corporate profits when quantifying the impact of economic forecasts on its client financing receivables allowance for expected credit losses. Macroeconomic variables may vary by class of financing receivables based on historical experiences, portfolio composition and current environment. The company also considers the impact of current conditions and economic forecasts relating to specific industries, geographical areas, and client credit ratings, in addition to performing a qualitative review of credit risk factors across the portfolio. Under this approach, forecasts of these variables over two years are considered reasonable and supportable. Beyond two years, the company reverts to long-term average loss experience. Forward-looking estimates require the use of judgment, particularly in times of economic uncertainty.

The portfolio of commercial financing receivables is short term in nature and any allowance for these assets is estimated based on a combination of write-off history and current economic conditions, excluding any individually evaluated accounts.

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**Other Credit-Related Policies**

**Past Due**—The company views client financing receivables as past due when payment has not been received after 90 days, measured from the original billing date.

**Non-Accrual**—Non-accrual assets include those receivables (impaired loans or nonperforming leases) with specific reserves and other accounts for which it is likely that the company will be unable to collect all amounts due according to original terms of the lease or loan agreement. Interest income recognition is discontinued on these receivables. Cash collections are first applied as a reduction to principal outstanding. Any cash received in excess of principal payments outstanding is recognized as interest income. Receivables may be removed from non-accrual status, if appropriate, based upon changes in client circumstances, such as a sustained history of payments.

**Write-Off**—Receivable losses are charged against the allowance in the period in which the receivable is deemed uncollectible. Subsequent recoveries, if any, are credited to the allowance. Write-offs of receivables and associated reserves occur to the extent that the customer is no longer in operation and/or there is no reasonable expectation of additional collections or repossession.

**Supplier Financing**

The company has supplier finance programs with third-party financial institutions where the company agrees to pay the financial institutions the stated amounts of invoices from participating suppliers on the originally invoiced maturity date, which have an average term of 90 to 120 days, consistent with the company's standard payment terms. The financial institutions offer earlier payment of the invoices at the sole discretion of the supplier for a discounted amount. The company does not provide secured legal assets or other forms of guarantees under the arrangements. The company is not a party to the arrangements between its suppliers and the financial institutions. These obligations are recognized as accounts payable in the Consolidated Balance Sheet. The obligations outstanding under these programs at December 31, 2024 and December 31, 2023 were \$110 million and \$101 million, respectively. The amount of the invoices received and paid under these obligations was \$512 million and \$503 million, respectively, for the year ended December 31, 2024.

**Leases**

The company conducts business as both a lessee and a lessor. In its ordinary course of business, the company enters into leases as a lessee for property, plant and equipment. The company is also the lessor of certain equipment, mainly through its Financing segment.

When procuring goods or services, or upon entering into a contract with its clients, the company determines whether an arrangement contains a lease at its inception. As part of that evaluation, the company considers whether there is an implicitly or explicitly identified asset in the arrangement and whether the company, as the lessee, or the client, if the company is the lessor, has the right to control the use of that asset.

**Accounting for Leases as a Lessee**

When the company is the lessee, all leases with a term of more than 12 months are recognized as right-of-use (ROU) assets and associated lease liabilities in the Consolidated Balance Sheet. The lease liabilities are measured at the lease commencement date and determined using the present value of the lease payments not yet paid and the company's incremental borrowing rate, which approximates the rate at which the company would borrow on a secured basis in the country where the lease was executed. The interest rate implicit in the lease is generally not determinable in transactions where the company is the lessee. The ROU asset equals the lease liability adjusted for any initial direct costs (IDCs), prepaid rent and lease incentives. The company's variable lease payments generally relate to payments tied to various indexes, non-lease components and payments above a contractual minimum fixed amount.

Operating leases are included in operating right-of-use assets—net, current operating lease liabilities and operating lease liabilities in the Consolidated Balance Sheet. Finance leases are included in property, plant and equipment, short-term debt and long-term debt in the Consolidated Balance Sheet. The lease term includes options to extend or terminate the lease when it is reasonably certain that the company will exercise that option.

The company made a policy election to not recognize leases with a lease term of 12 months or less in the Consolidated Balance Sheet.

For all asset classes, the company has elected the lessee practical expedient to combine lease and non-lease components (e.g., maintenance services) and account for the combined unit as a single lease component. A significant portion of the company's lease portfolio is real estate, which are mainly accounted for as operating leases, and are primarily used for corporate offices and data centers. The average term of the real estate leases is approximately five years. The company also has equipment leases, such as IT and semiconductor research equipment, which have lease terms that range from five to ten years. For certain of these operating and finance leases, the company applies a portfolio approach to account for the lease assets and lease liabilities.

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**Accounting for Leases as a Lessor**

The company typically enters into leases as an alternative means of realizing value from equipment that it would otherwise sell. Assets under lease primarily include new and used IBM equipment. IBM equipment generally consists of IBM Z, Power and Storage products.

Lease payments due to IBM are typically fixed and paid in equal installments over the lease term. The majority of the company's leases do not contain variable payments that are dependent on an index or a rate. Variable lease payments that do not depend on an index or a rate (e.g., property taxes), that are paid directly by the company and are reimbursed by the client, are recorded as revenue, along with the related cost, in the period in which collection of these payments is probable. Payments that are made directly by the client to a third party, including certain property taxes and insurance, are not considered part of variable payments and therefore are not recorded by the company. The company has made a policy election to exclude from consideration in contracts all collections from sales and other similar taxes.

The company's payment terms for leases are typically unconditional. Therefore, in an instance when the client requests to terminate the lease prior to the end of the lease term, the client would typically be required to pay the remaining lease payments in full. At the end of the lease term, the company allows the client to either return the equipment, purchase the equipment at the then-current fair market value or at a pre-stated purchase price, or renew the lease based on mutually agreed upon terms.

When lease arrangements include multiple performance obligations, the company allocates the consideration in the contract between the lease components and the non-lease components on a relative standalone selling price basis.

**Sales-Type and Direct Financing Leases**

For a sales-type or direct financing lease, the carrying amount of the asset is derecognized from inventory and a net investment in the lease is recorded. For a sales-type lease, the net investment in the lease is measured at commencement date as the sum of the lease receivable and the estimated residual value of the equipment less unearned income and allowance for credit losses. Any selling profit or loss arising from a sales-type lease is recorded at lease commencement. Selling profit or loss is presented on a gross basis when the company enters into a lease to realize value from a product that it would otherwise sell in its ordinary course of business. For segment reporting, the net investment in sales-type leases excluding the allowance for credit losses is recognized as hardware revenue in the Infrastructure segment, while the estimated residual value less related unearned income is recognized as a reduction in revenue in the Other revenue category and represents the portion of fair value retained by the company. In transactions where the company enters into a lease for the purpose of generating revenue by providing financing, the selling profit or loss is presented on a net basis. Under a sales-type lease, initial direct costs are expensed at lease commencement. Over the term of the lease, the company recognizes finance income on the net investment in the lease and any variable lease payments, which are not included in the net investment in the lease.

For a direct financing lease, the net investment in the lease is measured similarly to a sales-type lease, however, the net investment in the lease is reduced by any selling profit. In a direct financing lease, the selling profit and initial direct costs are deferred at commencement and recognized over the lease term. The company rarely enters into direct financing leases.

The estimated residual value represents the estimated fair value of the equipment under lease at the end of the lease. The company estimates the future fair value of leased equipment by using historical models, analyzing the current market for new and used equipment and obtaining forward-looking product information such as marketing plans and technology innovations. The company optimizes the recovery of residual values by extending lease arrangements with, or selling leased equipment to existing clients, and periodically reassesses the realizable value of its lease residual values. Anticipated decreases in specific future residual values that are considered to be other-than-temporary are recognized immediately upon identification and are recorded as adjustments to the residual value estimate and unearned income, which reduces current period and future period financing income, respectively.

**Common Stock**

Common stock refers to the \$.20 par value per share capital stock as designated in the company's Certificate of Incorporation. Treasury stock is accounted for using the cost method. When treasury stock is reissued, the value is computed and recorded using a weighted-average basis.

**Earnings Per Share of Common Stock**

Earnings per share (EPS) is computed using the two-class method, which determines EPS for each class of common stock and participating securities according to dividends and dividend equivalents and their respective participation rights in undistributed earnings. Basic EPS of common stock is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted EPS of common stock is computed on the basis of the weighted-average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock awards, convertible notes and stock option s.

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**NOTE B. ACCOUNTING CHANGES****New Standards to be Implemented****Disaggregation of Income Statement Expenses**

Standard/Description—Issuance date: November 2024. This guidance requires a new tabular disclosure of certain types of expenses (including purchases of inventory, employee compensation, depreciation and amortization) that are included within commonly presented expense captions on the income statement. The guidance also requires the disclosure of a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. Additionally, the guidance requires the disclosure of the total amount of selling expenses and an entity's definition of selling expenses. The disclosures are required on an interim and annual basis.

Effective Date and Adoption Considerations—The guidance is effective for the company for annual reporting periods beginning in 2027, and for interim reporting periods beginning January 1, 2028. Early adoption is permitted. The company expects to adopt the guidance as of the effective date and to apply the guidance on a prospective basis.

Effect on Financial Statements or Other Significant Matters —Given the scope of the work required to implement the new standard, the company began its assessment process in 2024. A cross-functional implementation team has been established which is evaluating the need for any changes to systems, processes, data or controls to meet the additional disclosure requirements. As the guidance is a change to disclosures only, it will impact the Notes to the Consolidated Financial Statements but will not impact the consolidated financial results.

**Income Tax Disclosures**

Standard/Description—Issuance date: December 2023. This guidance requires disaggregated disclosure of the tax rate reconciliation into eight categories, with further disaggregation required for items greater than a specific threshold. Additionally, the guidance requires the disclosure of income taxes paid disaggregated by federal, state and foreign jurisdictions.

Effective Date and Adoption Considerations—The guidance is effective January 1, 2025 and early adoption is permitted. The company expects to adopt the guidance as of the effective date.

Effect on Financial Statements or Other Significant Matters —As the guidance is a change to disclosures only, it will impact note G, "Taxes," but will not impact the consolidated financial results.

**Standards Implemented****Segment Reporting Disclosures**

Standard/Description—Issuance date: November 2023. This guidance requires the disclosure of significant segment expenses that are regularly provided to a company's chief operating decision maker and included within each reported measure of segment profit or loss. The company must also disclose "other segment items," which is the difference between segment revenue less significant expenses for each reported measure of segment profit or loss, and a description of its composition. This guidance also requires all segment annual disclosures to be provided on an interim basis.

Effective Date and Adoption Considerations—The guidance was effective for annual periods beginning in 2024, and for interim periods beginning January 1, 2025, and is required to be applied on a retrospective basis to all prior periods presented. Early adoption was permitted. The company adopted the guidance as of the effective date.

Effect on Financial Statements or Other Significant Matters —The guidance is a change to disclosures only, that impacted note D, "Segments," but did not have an impact on the consolidated financial results.

**Disclosures of Supplier Finance Program Obligations**

Standard/Description—Issuance date: September 2022. This guidance requires an entity to provide certain interim and annual disclosures about the use of supplier finance programs in connection with the purchase of goods or services.

Effective Date and Adoption Considerations—The guidance was effective January 1, 2023 with certain annual disclosures required beginning in 2024 and early adoption was permitted. The company adopted the guidance as of the effective date.

Effect on Financial Statements or Other Significant Matters — The guidance is a change to disclosures only, that impacted the supplier financing disclosure in note A, "Significant Accounting Policies," but did not have an impact on the consolidated financial results.

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**Notes to the Consolidated Financial Statements**

International Business Machines Corporation and Subsidiary Companies

**NOTE C. REVENUE RECOGNITION**
**Disaggregation of Revenue**

The following tables provide details of revenue by major products/service offerings and revenue by geography. In the first quarter of 2025, the company announced changes to the reported revenue categories within its Software and Consulting reportable segments. Since these changes did not occur until first-quarter 2025, the periods presented in this Annual Report are reported under the historical reported revenue categories, as shown in the following tables. These changes will not impact the company's Consolidated Financial Statements or its reportable segments.

**Revenue by Major Products/Service Offerings**

(\$ in millions)

For the year ended December 31:	2024		2023 <sup>(1)</sup>		2022 <sup>(1)</sup>	
Hybrid Platform & Solutions	\$	18,808	\$	17,396	\$	16,458
Transaction Processing		8,277		7,615		7,171
<b>Total Software</b>	\$	27,085	\$	25,011	\$	23,629
Business Transformation	\$	9,347	\$	9,179	\$	8,834
Application Operations		7,692		7,930		7,494
Technology Consulting		3,653		3,775		3,730
<b>Total Consulting</b>	\$	20,692	\$	20,884	\$	20,058
Hybrid Infrastructure	\$	8,913	\$	9,215	\$	9,451
Infrastructure Support		5,107		5,377		5,837
<b>Total Infrastructure</b>	\$	14,020	\$	14,593	\$	15,288
<b>Financing <sup>(2)</sup></b>	\$	713	\$	741	\$	645
<b>Other</b>	\$	243	\$	632	\$	909
<b>Total Revenue</b>	\$	62,753	\$	61,860	\$	60,530

(1) Recast to reflect January 2024 segment changes. Refer to note D, "Segments," for additional information.

(2) Contains lease and loan financing arrangements which are not subject to the guidance on revenue from contracts with customers.

**Revenue by Geography**

(\$ in millions)

For the year ended December 31:	2024		2023		2022	
Americas	\$	31,266	\$	31,666	\$	31,057
Europe/Middle East/Africa		19,429		18,492		17,950
Asia Pacific		12,058		11,702		11,522
<b>Total</b>	\$	62,753	\$	61,860	\$	60,530

**Remaining Performance Obligations**

The remaining performance obligation (RPO) disclosure provides the aggregate amount of the transaction price yet to be recognized as of the end of the reporting period and an explanation as to when the company expects to recognize these amounts in revenue. It is intended to be a statement of overall work under contract that has not yet been performed and does not include contracts in which the customer is not committed, such as certain as-a-Service, governmental, term software license and services offerings. The customer is not considered committed when they are able to terminate for convenience without payment of a substantive penalty. The disclosure includes estimates of variable consideration, except when the variable consideration is a sales-based or usage-based royalty promised in exchange for a license of intellectual property. Additionally, as a practical expedient, the company does not include contracts that have an original duration of one year or less. RPO estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency.

At December 31, 2024, the aggregate amount of the transaction price allocated to RPO related to customer contracts that are unsatisfied or partially unsatisfied was approximately \$ 63 billion, of which approximately 67 percent is expected to be recognized as revenue in the subsequent two years , approximately 29 percent in the subsequent three to five years , and the balance thereafter.

**Revenue Recognized for Performance Obligations Satisfied (or Partially Satisfied) in Prior Periods**

For the year ended December 31, 2024, revenue for performance obligations satisfied or partially satisfied in previous periods was immaterial.

**Reconciliation of Contract Balances**

The following table provides information about notes and accounts receivable—trade, contract assets and deferred income balances.

(\$ in millions)				
At December 31:				
	2024		2023	
Notes and accounts receivable — trade (net of allowances of \$ 114 in 2024 and \$ 192 in 2023)	\$	6,804	\$	7,214
Contract assets <sup>(1)</sup>		433		505
Deferred income (current)		13,907		13,451
Deferred income (noncurrent)		3,622		3,533

(1) Included within prepaid expenses and other current assets in the Consolidated Balance Sheet.

The amount of revenue recognized during the year ended December 31, 2024 that was included within the deferred income balance at December 31, 2023 was \$ 11.0 billion and primarily related to software and services.

The following table provides roll forwards of the notes and accounts receivable—trade allowance for expected credit losses for the years ended December 31, 2024 and 2023.

(\$ in millions)				
January 1, 2024	Additions/(Releases)	Write-offs <sup>(1)</sup>	Foreign currency and Other	December 31, 2024
\$ 192	\$( 2 )	\$( 78 )	\$ 2	\$ 114
January 1, 2023	Additions/(Releases)	Write-offs <sup>(1)</sup>	Foreign currency and Other	December 31, 2023
\$ 233	\$ 32	\$( 79 )	\$ 6	\$ 192

(1) The majority of the write-offs during the period related to receivables which had been previously reserved.

The contract assets allowance for expected credit losses was not material in the years ended December 31, 2024 and 2023.

**Deferred Costs**

(\$ in millions)				
At December 31:				
	2024		2023	
Capitalized costs to obtain a contract	\$	794	\$	686
Deferred costs to fulfill a contract				
Deferred setup costs		326		399
Other deferred fulfillment costs		628		755
<b>Total deferred costs <sup>(1)</sup></b>	<b>\$</b>	<b>1,748</b>	<b>\$</b>	<b>1,841</b>

(1) Of the total deferred costs, \$ 959 million was current and \$ 788 million was noncurrent at December 31, 2024 and \$ 998 million was current and \$ 842 million was noncurrent at December 31, 2023.

The amount of total deferred costs amortized during the year ended December 31, 2024 was \$ 1,363 million and there were no material impairment losses incurred. Refer to note A, "Significant Accounting Policies," for additional information on deferred costs to fulfill a contract and capitalized costs of obtaining a contract.

NOTE D. SEGMENTS

In the first quarter of 2024, the company made changes to its organizational structure and management system to better align its portfolio with the market, increase transparency and improve segment comparability to peers. These changes did not impact the company's Consolidated Financial Statements, but did impact its reportable segments. Due to the removal of certain components of segment profitability, as described below, the company also updated the title of its segment performance metric from pre-tax income from continuing operations to segment profit.

The following table displays the segment updates:

Reportable Segment Change	Resulting Segment Implications
The Weather Company asset divestiture <sup>(1)</sup>	- Software Segment
	+ Other—divested business
Security Services realignment	- Software Segment
	+ Consulting Segment
Removal of stock-based compensation and net interest allocations from segment profitability	- Software Segment, Consulting Segment, Infrastructure Segment, Financing Segment <sup>(2)</sup>
	+ Other

(1) The Weather Company asset divestiture closed January 31, 2024.

(2) Presentation of interest for the Financing Segment did not change.

The segments represent components of the company for which separate financial information is available that is utilized on a regular basis by the chief operating decision maker (Chairman, President and Chief Executive Officer) in determining how to allocate resources and evaluate performance. The segments are determined based on several factors, including client base, homogeneity of products, technology, delivery channels and similar economic characteristics.

Certain transactions between the segments are recorded to other (income) and expense and are reflected in segment profit. The company utilizes globally integrated support organizations to realize economies of scale and efficient use of resources. As a result, a considerable amount of expense is shared by all of the segments. This shared expense includes sales coverage, certain marketing functions and support functions such as Accounting, Treasury, Procurement, Legal, Human Resources, Chief Information Office, and Billing and Collections. Where practical, shared expenses are allocated based on measurable drivers of expense, e.g., headcount. When a clear and measurable driver cannot be identified, shared expenses are allocated on a financial basis that is consistent with the company's management system, e.g., advertising expense is allocated based on the gross profits of the segments. A portion of the shared expenses, which are recorded in net income, are not allocated to the segments. These expenses are associated with the elimination of internal transactions and other miscellaneous items.

The following tables reflect the results of continuing operations of the company's segments consistent with the management and measurement system utilized within the company and have been recast for the prior-year periods to reflect the company's segment changes described above. Performance measurement is based on segment profit. The chief operating decision maker considers budget-to-actual results of segment profit, both when evaluating the performance of and allocating resources to each of the segments as well as in developing certain compensation recommendations.

**Management System Segment View**

(\$ in millions)									
For the year ended December 31 <sup>(1)</sup> :	Software		Consulting		Infrastructure		Financing <sup>(2)</sup>		Total Segments
<b>2024</b>									
Revenue	\$	27,085	\$	20,692	\$	14,020	\$	713	\$ 62,510
Segment cost		4,428		15,103		6,201		372	26,103
Other expense and (income) <sup>(3)</sup>		13,974		3,535		5,369		( 6 )	22,872
Segment profit		8,684		2,054		2,450		348	13,535
Revenue year-to-year change		8.3 %		( 0.9 )%		( 3.9 ) %		( 3.7 ) %	2.1 %
Segment profit year-to-year change		15.8 %		( 3.6 )%		( 13.4 ) %		( 6.6 ) %	5.5 %
Segment profit margin		32.1 %		9.9 %		17.5 %		48.8 %	21.7 %
<b>2023</b>									
Revenue	\$	25,011	\$	20,884	\$	14,593	\$	741	\$ 61,229
Segment cost		4,289		15,297		6,406		384	26,376
Other expense and (income) <sup>(3)</sup>		13,222		3,458		5,359		( 16 )	22,023
Segment profit		7,499		2,130		2,828		373	12,829
Revenue year-to-year change		5.8 %		4.1 %		( 4.5 ) %		14.8 %	2.7 %
Segment profit year-to-year change		6.9 %		13.8 %		5.9 %		9.8 %	7.9 %
Segment profit margin		30.0 %		10.2 %		19.4 %		50.3 %	21.0 %
<b>2022</b>									
Revenue	\$	23,629	\$	20,058	\$	15,288	\$	645	\$ 59,621
Segment cost		4,146		14,878		7,212		398	26,634
Other expense and (income) <sup>(3)</sup>		12,471		3,310		5,405		( 92 )	21,093
Segment profit		7,012		1,871		2,671		340	11,893

(1) Prior-year amounts recast to reflect January 2024 segment changes.

(2) Refer to "Segment Assets and Other Items" section below for additional information on financing interest income and expense.

(3) Other expense and (income) by segment primarily includes:

Software - SG&A, RD&E, Other income, Intellectual property and custom development income

Consulting - SG&A

Infrastructure - SG&A, RD&E, Intellectual property and custom development income, Other income

Financing - Intercompany financing net other income, SG&A

#### Reconciliations of IBM as Reported

(\$ in millions)				
For the year ended December 31:	2024	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>	
<b>Revenue</b>				
Total reportable segments	\$ 62,510	\$ 61,229	\$ 59,621	
Other—divested businesses	35	397	774	
Other revenue	207	235	135	
<b>Total revenue</b>	<b>\$ 62,753</b>	<b>\$ 61,860</b>	<b>\$ 60,530</b>	

(\$ in millions)				
For the year ended December 31:	2024	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>	
<b>Pre-tax income from continuing operations</b>				
Total reportable segment profit	\$ 13,535	\$ 12,829	\$ 11,893	
Amortization of acquired intangible assets	(1,830)	(1,627)	(1,747)	
Acquisition-related (charges)/income <sup>(2)</sup>	(122)	(33)	(18)	
Non-operating retirement-related (costs)/income <sup>(3)</sup>	(3,457)	39	(6,548)	
Kyndryl-related impacts <sup>(4)</sup>	—	—	(351)	
Stock-based compensation	(1,311)	(1,133)	(987)	
Net interest excluding the Financing segment	(984)	(973)	(1,071)	
Workforce rebalancing charges <sup>(5)</sup>	(692)	(435)	—	
Other—divested businesses <sup>(6)</sup>	234	83	239	
Unallocated corporate amounts and other <sup>(7)</sup>	425	(59)	(254)	
<b>Total pre-tax income from continuing operations</b>	<b>\$ 5,797</b>	<b>\$ 8,690</b>	<b>\$ 1,156</b>	

(1) Recast to reflect January 2024 segment changes.

(2) 2024 and 2023 include the impacts of foreign exchange derivative contracts entered into by the company prior to the acquisition of StreamSets and webMethods from Software AG. Refer to note S, "Derivative Financial Instruments," for additional information.

(3) 2024 and 2022 include the impacts of pension settlement charges of \$ 3.1 billion and \$ 5.9 billion, respectively. Refer to note U, "Retirement-Related Benefits," for additional information.

(4) Net impacts for Kyndryl retained shares and related swaps. Refer to note S, "Derivative Financial Instruments," for additional information.

(5) Beginning in the first quarter of 2023, the company updated its measure of segment profit, consistent with its management system, to no longer allocate workforce rebalancing charges to its reportable segments. Workforce rebalancing charges of \$ 40 million for 2022 were included in the segments.

(6) 2024 includes a gain from the divestiture of The Weather Company assets. 2022 includes a gain from the sale of healthcare software assets. Refer to note E, "Acquisitions & Divestitures," for additional information.

(7) 2024 includes a gain from the sale of certain QRadars SaaS assets. Refer to note E, "Acquisitions & Divestitures," for additional information.

**Immaterial Items**[Equity Method Investments and Equity Method Investments Gains/\(Losses\)](#)

The equity method investments and the resulting gains and (losses) from these investments that are attributable to the segments did not have a material effect on the financial position or the financial results of the segments.

**Segment Assets and Other Items**

Software assets are mainly goodwill, acquired intangible assets and accounts receivable. Consulting assets are primarily goodwill and accounts receivable. Infrastructure assets are primarily goodwill, plant, property and equipment, manufacturing inventory and accounts receivable. Financing assets are primarily financing receivables and cash and marketable securities.

To ensure the efficient use of the company's space and equipment, several segments may share leased or owned plant, property and equipment assets. Where assets are shared, landlord ownership of the assets is assigned to one segment and is not allocated to each user segment. This is consistent with the company's management system and is reflected accordingly in the table below. In those cases, there will not be a precise correlation between segment profit and segment assets.

Depreciation expense and capital expenditures that are reported by each segment also are consistent with the landlord ownership basis of asset assignment.

Financing interest income of \$ 681 million, \$ 680 million and \$ 582 million for the years ended December 31, 2024, 2023 and 2022, respectively, reflect the income associated with Financing's external client transactions, as well as the income from investment in cash and marketable securities. Financing interest expense of \$ 369 million, \$ 298 million and \$ 175 million for the years ended December 31, 2024, 2023 and 2022, respectively, reflect the expense associated with intercompany loans set to substantially match the term, currency and interest rate variability underlying the financing receivables and secured borrowings both supporting Financing's external client transactions. These secured borrowings are included in note O, "Borrowings." Financing segment cost primarily reflects the cost of financing presented in IBM's Consolidated Income Statement. Intercompany financing activities are recorded to other (income) and expense and are reflected in segment profit. These intercompany transactions are eliminated in IBM's consolidated financial results.

**Management System Segment View**

(\$ in millions)

									Total
For the year ended December 31:	Software		Consulting		Infrastructure		Financing		Segments
2024									
Assets	\$	60,707	\$	14,826	\$	12,161	\$	14,075	\$ 101,769
Depreciation/amortization of non-acquired intangibles		495		100		1,103		9	1,708
Capital expenditures/investments in intangibles		338		14		684		11	1,048
2023 <sup>(1)</sup>									
Assets	\$	59,811	\$	15,089	\$	11,991	\$	14,409	\$ 101,300
Depreciation/amortization of non-acquired intangibles		510		109		1,018		8	1,646
Capital expenditures/investments in intangibles		369		21		836		15	1,241
2022 <sup>(1)</sup>									
Assets	\$	55,822	\$	14,261	\$	12,243	\$	15,757	\$ 98,083
Depreciation/amortization of non-acquired intangibles		547		112		1,250		14	1,923
Capital expenditures/investments in intangibles		463		29		853		27	1,371

(1) Recast to reflect January 2024 segment changes.

## Reconciliations of IBM as Reported

(\$ in millions)				
At December 31:		2024		2023
Assets				
Total reportable segments <sup>(1)</sup>	\$	101,769	\$	101,300
Elimination of internal transactions		( 853 )		( 1,028 )
Other—divested businesses <sup>(1)</sup>		74		601
Unallocated amounts				
Cash and marketable securities		14,243		12,907
Deferred tax assets		6,850		6,468
Plant, other property and equipment		1,952		1,838
Operating right-of-use assets		2,001		2,085
Pension assets		7,492		7,506
Other		3,647		3,563
Total IBM consolidated assets	\$	137,175	\$	135,241

(1) Prior-year amount recast to reflect January 2024 segment changes.

## Major Clients

No single client represented 10 percent or more of the company's total revenue in 2024, 2023 or 2022.

## Geographic Information

The following tables provide information for those countries that are 10 percent or more of the specific category.

(\$ in millions)				
For the year ended December 31:		2024	2023	2022
United States	\$	25,144	\$ 25,309	\$ 25,098
Other countries		37,609	36,551	35,432
<b>Total revenue</b>	<b>\$</b>	<b>62,753</b>	<b>\$ 61,860</b>	<b>\$ 60,530</b>

(1) Revenues are attributed to countries based on the location of the client.

Plant and Other Property--Net <sup>(1)</sup>

(\$ in millions)				
At December 31:		2024	2023	2022
United States	\$	4,009	\$ 3,466	\$ 3,209
Other countries		1,717	2,027	2,100
<b>Total</b>	<b>\$</b>	<b>5,726</b>	<b>\$ 5,492</b>	<b>\$ 5,308</b>

(1) Excludes rental machines.

## Operating Right-of-Use Assets--Net

(\$ in millions)				
At December 31:		2024	2023	2022
United States	\$	1,154	\$ 1,249	\$ 1,074
India <sup>(1)</sup>		365	218	254
Japan		324	340	259
Other countries <sup>(1)</sup>		1,355	1,413	1,290
<b>Total</b>	<b>\$</b>	<b>3,197</b>	<b>\$ 3,220</b>	<b>\$ 2,878</b>

(1) Prior-year amounts have been reclassified to conform to the change in 2024 presentation.



**Revenue by Classes of Similar Products or Services**

The following table presents external revenue for similar classes of products or services within the company's reportable segments. Client solutions often include IBM software and systems and other suppliers' products if the client solution requires it. For each of the segments that include services, Software-as-a-Service, consulting, education, training and other product-related services are included as services. For each of these segments, software includes product license charges and ongoing subscriptions.

(\$ in millions)					
For the year ended December 31:	2024		2023 <sup>(1)</sup>		2022 <sup>(1)</sup>
Software					
Software	\$	24,055	\$	22,409	\$ 21,326
Services		3,002		2,562	2,237
Systems		29		40	66
Consulting					
Services	\$	20,277	\$	20,515	\$ 19,757
Software		324		272	207
Systems		91		98	94
Infrastructure					
Maintenance	\$	3,951	\$	4,138	\$ 4,590
Servers		3,693		4,253	4,471
Storage		2,360		2,081	1,989
Services		2,262		2,463	2,653
Software		1,753		1,658	1,585
Financing					
Financing	\$	681	\$	680	\$ 582
Used equipment sales		32		60	64

(1) Recast to reflect January 2024 segment changes.

**NOTE E. ACQUISITIONS & DIVESTITURES**
**Acquisitions**

Purchase price consideration for all acquisitions was paid primarily in cash. All acquisitions, except otherwise stated, were for 100 percent of the acquired business and are reported in the Consolidated Statement of Cash Flows, net of acquired cash and cash equivalents.

The goodwill generated from these acquisitions is primarily attributable to the assembled workforce and the expected synergies from the integration of the acquired businesses. The identified intangible assets are amortized on a straight-line basis over their useful life which approximates the economic life of the assets.

**2024**

In 2024, the company completed seven acquisitions within the Software segment and four acquisitions within the Consulting segment at an aggregate cost of \$ 3,515 million. These acquisitions are expected to enhance the company's portfolio of products and services capabilities and further advance IBM's hybrid cloud and AI strategy.

At December 31, 2024, the remaining cash to be remitted by the company related to certain 2024 acquisitions was \$ 156 million, of which \$ 90 million was classified as restricted cash in the Consolidated Balance Sheet. The remaining cash amount is primarily expected to be paid in 2025.

## Notes to the Consolidated Financial Statements

International Business Machines Corporation and Subsidiary Companies

The following table reflects the purchase price related to these acquisitions and the resulting purchase price allocations as of December 31, 2024.

(\$ in millions)

	Amortization Life (in Years)	StreamSets and webMethods	Other Acquisitions
Current assets		\$ 347	\$ 120
Property, plant and equipment/noncurrent assets		12	14
Intangible assets			
Goodwill	N/A	1,074	918
Client relationships	1 — 7	680	167
Completed technology	5 — 7	550	179
Trademarks	1 — 7	45	6
<b>Total assets acquired</b>		<b>\$ 2,707</b>	<b>\$ 1,403</b>
Current liabilities		196	66
Noncurrent liabilities		253	81
<b>Total liabilities assumed</b>		<b>\$ 448</b>	<b>\$ 147</b>
<b>Total purchase price</b>		<b>\$ 2,259</b>	<b>\$ 1,256</b>

N/A—Not applicable

The valuation of the assets acquired and liabilities assumed is subject to revision. If additional information becomes available, the company may further revise the purchase price allocation as soon as practical, but no later than one year from the acquisition date; however, material changes are not expected.

**StreamSets and webMethods**—On July 1, 2024, the company completed the acquisition of StreamSets and webMethods from Software AG for approximately \$ 2.3 billion (€ 2.13 billion) in cash. StreamSets added new data ingestion capabilities to IBM's data platform and webMethods brought integration platform-as-a-service (iPaaS) capabilities to IBM's automation solutions. Goodwill of \$ 1,074 million was assigned to the Software segment. It is expected that 56 percent of the goodwill will be deductible for tax purposes. The overall weighted-average useful life of the identified amortizable intangible assets acquired was 7.0 years. The acquisition was integrated into the Software segment. Prior to the acquisition, the company entered into foreign currency derivative contracts which expired by June 28, 2024. Refer to note S, "Derivative Financial Instruments," for financial impacts and additional information.

**Other Acquisitions**—Goodwill of \$ 470 million, \$ 439 million and \$ 8 million was assigned to the Consulting, Software and Infrastructure segments, respectively. It is expected that 5 percent of the goodwill will be deductible for tax purposes. The overall weighted-average useful life of the identified amortizable intangible assets acquired was 6.7 years.

**Transactions Announced**—Each of the announced acquisitions is subject to regulatory approvals and other customary closing conditions.

On April 24, 2024, the company announced its intent to acquire all of the outstanding shares of HashiCorp, Inc. (HashiCorp). IBM's and HashiCorp's combined portfolios will help clients manage growing application and infrastructure complexity and create a comprehensive end-to-end hybrid cloud platform designed for the AI era. Under the terms of the definitive agreement, HashiCorp's shareholders on record immediately prior to the effective time on the closing date will receive \$ 35 per share in cash, representing a total enterprise value of approximately \$ 6.4 billion. On July 15, 2024, HashiCorp stockholders voted to approve the merger with IBM. The transaction is expected to close in the first quarter of 2025, subject to regulatory approvals and other customary closing conditions. Upon closing, HashiCorp will be integrated into the Software segment.

On January 16, 2025, the company announced its intent to acquire an Oracle consultancy company with expertise in driving business transformations with Oracle Cloud Applications, including for clients in the public sector. The acquisition is expected to close in the first quarter of 2025. Upon closing, the acquisition will be integrated into the Consulting segment.

On February 25, 2025, the company announced its intent to acquire a provider of enterprise-grade databases to build and deliver Generative AI applications. The acquisition is expected to close in the second quarter of 2025. Upon closing, the acquisition will be integrated into the Software segment.

## 2023

In 2023, the company completed seven acquisitions within the Software segment and two acquisitions within the Consulting segment at an aggregate cost of \$ 5,197 million.

At December 31, 2024 and 2023, the remaining cash to be remitted by the company related to certain 2023 acquisitions was not material.

The following table reflects the purchase price related to these acquisitions and the resulting purchase price allocations as of December 31, 2024. Net purchase price adjustments recorded in 2024 were not material.

(\$ in millions)

	Amortization Life (in Years)	Apptio, Inc.	Other Acquisitions
Current assets		\$ 145	\$ 83
Property, plant and equipment/noncurrent assets		23	20
Intangible assets			
Goodwill	N/A	3,501	382
Client relationships	6 — 10	770	44
Completed technology	5 — 7	530	108
Trademarks	1 — 5	35	2
<b>Total assets acquired</b>		\$ 5,005	\$ 639
Current liabilities		250	44
Noncurrent liabilities		143	10
<b>Total liabilities assumed</b>		\$ 393	\$ 54
<b>Total purchase price</b>		\$ 4,612	\$ 585

N/A—Not applicable

**Apptio, Inc.**—On August 10, 2023, the company completed the acquisition of Apptio, Inc., a leading provider of financial and operational IT management and optimization software which enables enterprise leaders to deliver enhanced business value across technology investments. Goodwill of \$3,134 million and \$367 million was assigned to the Software and Consulting segments, respectively. It is expected that one percent of the goodwill will be deductible for tax purposes. The overall weighted-average useful life of the identified amortizable intangible assets acquired was 8.7 years. The acquisition was integrated into the Software segment.

**Other Acquisitions**—Goodwill of \$341 million, \$30 million and \$11 million was assigned to the Software, Consulting and Infrastructure segments, respectively. It is expected that none of the goodwill will be deductible for tax purposes. The overall weighted-average useful life of the identified amortizable intangible assets acquired was 6.6 years.

## 2022

In 2022, the company completed four acquisitions within the Software segment and four acquisitions within the Consulting segment at an aggregate cost of \$ 2,651 million.

At December 31, 2024, the remaining cash to be remitted by the company related to certain 2022 acquisitions was \$ 72 million.

The following table reflects the purchase price related to these acquisitions and the resulting purchase price allocations as of December 31, 2023. Net purchase price adjustments recorded in 2023 were not material.

(\$ in millions)			
	Amortization Life (in Years)	Octo	Other Acquisitions
Current assets		\$ 119	\$ 87
Property, plant and equipment/noncurrent assets		8	8
Intangible assets			
Goodwill	N/A	829	1,055
Client relationships	7 — 10	365	204
Completed technology	4 — 7	30	90
Trademarks	2 — 3	15	10
<b>Total assets acquired</b>		<b>\$ 1,366</b>	<b>\$ 1,454</b>
Current liabilities		53	52
Noncurrent liabilities		50	15
<b>Total liabilities assumed</b>		<b>\$ 103</b>	<b>\$ 67</b>
<b>Total purchase price</b>		<b>\$ 1,264</b>	<b>\$ 1,387</b>

N/A—Not applicable

**Octo**—On December 22, 2022, the company completed the acquisition of Octo, an IT modernization and digital transformation services provider exclusively serving the U.S. federal government. Goodwill of \$ 709 million and \$ 120 million was assigned to the Consulting and Software segments, respectively. It is expected that 24 percent of the goodwill will be deductible for tax purposes. The overall weighted-average useful life of the identified amortizable intangible assets acquired was 9.3 years. The acquisition was integrated into the Consulting segment.

**Other acquisitions**—Goodwill of \$ 625 million and \$ 431 million was assigned to the Consulting and Software segments, respectively. It is expected that 52 percent of the goodwill will be deductible for tax purposes. The overall weighted-average useful life of the identified amortizable intangible assets acquired was 6.7 years.

#### Divestitures

##### 2024

**The Weather Company Assets**—On January 31, 2024, the company completed the sale of The Weather Company assets to Zephyr Buyer, L.P., a wholly-owned subsidiary of Francisco Partners (collectively, Francisco). Under the agreement, Francisco acquired The Weather Company assets from IBM for \$ 1,100 million inclusive of \$ 250 million of contingent consideration, of which \$ 200 million is contingent on Francisco's attainment of certain investment return metrics. The assets include The Weather Company's digital consumer-facing offerings, The Weather Channel mobile and cloud-based digital properties including Weather.com, Weather Underground and Storm Radar, as well as its enterprise offerings for broadcast, media, aviation, advertising technology and data solutions for other emerging industries.

Upon closing, the company received cash proceeds of \$ 750 million and provided seller financing to Francisco in the form of a \$ 100 million loan with a term of 7 years. The cash proceeds from the sale were primarily included in cash from investing activities within the Consolidated Statement of Cash Flows. The seller financing is a non-cash investing activity. For the year ended December 31, 2024, the company recognized a pre-tax gain on sale of \$ 243 million in other (income) and expense in the Consolidated Income Statement. As discussed in note D, "Segments," in the first quarter of 2024, The Weather Company assets previously reported in the Software segment were moved and recast to the Other—divested businesses category.

**Other Divestitures**—The company completed two divestitures in 2024. The financial terms related to each of these transactions did not have a material impact to IBM's Consolidated Financial Statements.

##### 2023

The company completed two divestitures in 2023. The financial terms related to each of these transactions did not have a material impact to IBM's Consolidated Financial Statements.

2022

**Healthcare Software Assets**—On June 30, 2022, the company completed the sale of healthcare software assets for the U.S. and Canada to Francisco Partners (Francisco) and received a cash payment of \$ 1,065 million. Subsequent closings were completed in most other countries in the second half of 2022, with the remaining country closings completed in 2023. The assets included Health Insights, MarketScan, Clinical Development, Social Program Management, Micromedex, and imaging software offerings. In addition, IBM provided Francisco with transition services including IT and other services. For the years ended December 31, 2024, 2023 and 2022, the company recognized a pre-tax gain on sale of \$ 13 million, \$ 45 million and \$ 258 million, respectively, in other (income) and expense in the Consolidated Income Statement.

**Other Divestitures**—In the first quarter of 2022, the Infrastructure segment completed one divestiture. The financial terms related to this transaction did not have a material impact to IBM's Consolidated Financial Statements.

**Sale of Assets**

2024

On August 31, 2024, the company completed the sale of certain QRadar SaaS (software-as-a-service) assets including QRadar intellectual property, customer relationships and customer contracts to Palo Alto Networks (Palo Alto). Upon closing, the company received cash proceeds of \$ 500 million from Palo Alto. Proceeds of \$ 437 million from the sale were included in proceeds from disposition of property, plant and equipment/other within cash from investing activities and the remaining \$ 63 million related to transition and migration services described below were included within cash from operating activities in the Consolidated Statement of Cash Flows. For the year ended December 31, 2024, the company recognized a pre-tax gain on sale of \$ 349 million in other (income) and expense in the Consolidated Income Statement.

In connection with the sale of the QRadar SaaS assets, IBM and Palo Alto are facilitating the migration of QRadar SaaS and IBM's QRadar on-premise (on-prem) clients who choose to migrate to Palo Alto's Cortex XSIAM, their security operations (SOC) platform. As part of the agreement, IBM will receive incremental future cash payments from Palo Alto for QRadar on-prem clients who choose to migrate to the Cortex XSIAM platform. Until this migration is completed, or contracts expire, the contractual relationship with certain QRadar SaaS and IBM's QRadar on-prem clients remains with IBM. IBM also provides Palo Alto with transition services including support, operations and other services for QRadar SaaS customer contracts. The client migrations to Cortex XSIAM platform and transition services did not have a material impact on IBM's Consolidated Financial Statements in 2024.

**NOTE F. OTHER (INCOME) AND EXPENSE**

Components of other (income) and expense are as follows:

(\$ in millions)					
For the year ended December 31:	2024		2023		2022
Other (income) and expense					
(Gains)/losses on foreign currency transactions <sup>(1)</sup>	\$	( 458 )	\$	116	\$ ( 643 )
(Gains)/losses on derivative instruments <sup>(1)</sup>		515		( 17 )	225
Interest income		( 747 )		( 670 )	( 162 )
Net (gains)/losses from securities and investment assets		( 20 )		( 39 )	278
Retirement-related costs/(income) <sup>(2)</sup>		3,457		( 39 )	6,548
Other <sup>(2)</sup>		( 877 )		( 266 )	( 443 )
Total other (income) and expense	\$	1,871	\$	( 914 )	\$ 5,803

(1) The company uses financial hedging instruments to limit specific currency risks related to foreign currency-based transactions. The hedging program does not hedge 100 percent of currency exposures and defers, versus eliminates, the impact of currency. Refer to note S, "Derivative Financial Instruments," for additional information on foreign exchange risk.

(2) 2024 and 2022 include the impacts of pension settlement charges of \$ 3.1 billion and \$ 5.9 billion, respectively. Refer to note U, "Retirement-Related Benefits," for additional information.

(3) 2024 includes pre-tax gains of \$ 349 million from the sale of certain QRadar SaaS assets and \$ 243 million from the divestiture of The Weather Company assets. 2022 includes a pre-tax gain of \$ 258 million from the sale of healthcare software assets. Refer to note E, "Acquisitions & Divestitures," for additional information.

## NOTE G. TAXES

(\$ in millions)

For the year ended December 31:	2024	2023	2022
Income/(loss) from continuing operations before income taxes			
U.S. operations <sup>(1)</sup>	\$ (3,405 )	\$ (227 )	\$ (6,602 )
Non-U.S. operations	9,202	8,917	7,758
<b>Total income from continuing operations before income taxes</b>	<b>\$ 5,797</b>	<b>\$ 8,690</b>	<b>\$ 1,156</b>

(1) 2024 and 2022 include the impact of a pension settlement charge of \$ 2.7 billion and \$ 5.9 billion, respectively. Refer to note U, "Retirement-Related Benefits," for additional information.

The components of the income from continuing operations provision for/(benefit from) income taxes by taxing jurisdiction were as follows:

(\$ in millions)

For the year ended December 31:	2024	2023	2022
U.S. federal			
Current	\$ (335 )	\$ 560	\$ 391
Deferred	(2,204 )	(1,371 )	(2,645 )
	<b>\$ (2,539 )</b>	<b>\$ (811 )</b>	<b>\$ (2,253 )</b>
U.S. state and local			
Current	\$ 152	\$ 127	\$ 184
Deferred	(335 )	(162 )	(486 )
	<b>\$ (183 )</b>	<b>\$ (34 )</b>	<b>\$ (302 )</b>
Non-U.S.			
Current	\$ 2,301	\$ 1,594	\$ 1,676
Deferred	203	428	252
	<b>\$ 2,504</b>	<b>\$ 2,022</b>	<b>\$ 1,929</b>
<b>Total continuing operations provision for/(benefit from) income taxes</b>	<b>\$ (218 )</b>	<b>\$ 1,176</b>	<b>\$ (626 )</b>
Discontinued operations provision for/(benefit from) income taxes	\$ 6	\$ (9 )	\$ 124
<b>Total provision for/(benefit from) income taxes</b>	<b>\$ (212 )</b>	<b>\$ 1,167</b>	<b>\$ (503 )</b>

In addition to the total provision for/(benefit from) income taxes, the company recorded a provision included in net income for social security, real estate, personal property and other taxes of approximately \$ 2.9 billion in 2024. The total taxes included in net income was approximately \$ 2.7 billion in 2024.

A reconciliation of the statutory U.S. federal tax rate to the company's effective tax rate from continuing operations was as follows:

For the year ended December 31:	2024	2023	2022
Statutory rate	21 %	21 %	21 %
Tax differential on foreign income <sup>(1)</sup>	(13 )	(3 )	(29 )
Domestic incentives <sup>(1)</sup>	(7 )	(5 )	(24 )
State and local <sup>(1)</sup>	(2 )	0	(21 )
Other <sup>(1)</sup>	(3 )	1	(1 )
<b>Effective rate</b>	<b>(4 )%</b>	<b>14 %</b>	<b>(54 )%</b>

(1) 2024 includes the impacts of pension settlement charges on tax differential on foreign income, domestic incentives, state and local, and other of ( 4 ) points, ( 3 ) points, ( 2 ) points, and ( 1 ) point, respectively. 2022 includes the impacts of a pension settlement charge on tax differential on foreign income, domestic incentives, state and local, and other of ( 24 ) points, ( 20 ) points, ( 21 ) points, and ( 1 ) point, respectively. Refer to note U, "Retirement-Related Benefits," for additional information.

Percentages rounded for disclosure purposes.

The significant components reflected within the tax rate reconciliation labeled "Tax differential on foreign income" include the effects of foreign subsidiaries' earnings taxed at rates other than the U.S. statutory rate, U.S. taxes on foreign income and any net impacts of intercompany transactions. These items also reflect audit settlements or changes in the amount of unrecognized tax benefits associated with each of these items.

The continuing operations effective tax rate was ( 3.8 ) percent, 13.5 percent, and ( 54.2 ) percent in 2024, 2023, and 2022, respectively. The 2024 and 2022 effective tax rates were driven by the tax impact of the pension settlement charges. Refer to note U, "Retirement-Related Benefits," for additional information. The 2024 effective tax rate was also driven by the resolution of certain tax audit matters.

The effect of tax law changes on deferred tax assets and liabilities did not have a material impact on the company's 2024 effective tax rate.

#### Deferred Tax Assets

(\$ in millions)			
At December 31:	2024		2023
Retirement benefits	\$	1,898	\$ 2,269
Leases		1,157	1,055
Share-based and other compensation		796	720
Tax losses/credits <sup>(1)</sup> <sup>(2)</sup>		3,615	3,069
Deferred income		790	682
Bad debt, inventory and warranty reserves		198	305
Depreciation		238	205
Accruals (includes restructuring charges) <sup>(2)</sup>		395	347
Intangible assets		2,482	2,774
Capitalized research and development		4,185	3,524
Other <sup>(2)</sup>		784	917
Gross deferred tax assets		16,537	15,868
Less: valuation allowance		1,223	765
<b>Net deferred tax assets</b>	<b>\$</b>	<b>15,314</b>	<b>\$ 15,103</b>

#### Deferred Tax Liabilities

(\$ in millions)			
At December 31:	2024		2023
Goodwill and intangible assets	\$	3,147	\$ 3,054
GILTI deferred taxes		1,200	2,195
Leases and right-of-use assets		1,483	1,369
Depreciation		438	523
Retirement benefits		1,478	1,443
Undistributed foreign earnings		211	192
Hedging <sup>(2)</sup>		448	30
Other <sup>(2)</sup>		746	786
<b>Gross deferred tax liabilities</b>	<b>\$</b>	<b>9,151</b>	<b>\$ 9,593</b>

(1) Includes domestic tax loss/credit carryforwards and foreign tax loss/credit carryforwards.

(2) Prior-year amounts have been reclassified to conform to the change in 2024 presentation.

For financial reporting purposes, as of December 31, 2024, the company had loss carryforwards, the tax effect of which was \$ 1,774 million, as well as credit carryforwards of \$ 1,681 million. Substantially all of these carryforwards are available for at least two years and the majority are available for 10 years or more.

The valuation allowances as of December 31, 2024, 2023 and 2022 were \$ 1,223 million, \$ 765 million and \$ 770 million, respectively. The amounts principally apply to certain loss carryforwards and credits. In the opinion of management, it is more likely than not that these assets will not be realized. However, to the extent that tax benefits related to these carryforwards and credits are realized in the future, the reduction in the valuation allowance will reduce income tax expense.

**Notes to the Consolidated Financial Statements**

International Business Machines Corporation and Subsidiary Companies

The amount of unrecognized tax benefits at December 31, 2024 increased by \$ 103 million in 2024 to \$ 8,875 million. A reconciliation of the beginning and ending amount of unrecognized tax benefits was as follows:

(\$ in millions)	2024		2023		2022	
Balance at January 1	\$	8,772	\$	8,728	\$	8,709
Additions based on tax positions related to the current year		667		296		355
Additions for tax positions of prior years		452		231		174
Reductions for tax positions of prior years		( 955 )		( 457 )		( 470 )
Settlements		( 61 )		( 26 )		( 41 )
<b>Balance at December 31</b>	<b>\$</b>	<b>8,875</b>	<b>\$</b>	<b>8,772</b>	<b>\$</b>	<b>8,728</b>

The additions to unrecognized tax benefits related to the current and prior years were primarily attributable to U.S. federal, state, and non-U.S. tax matters, including transfer pricing. The settlements and reductions to unrecognized tax benefits for tax positions of prior years were primarily attributable to U.S. federal, state, and non-U.S. tax matters, including impacts due to lapse of statute of limitations and foreign currency translation adjustments.

The unrecognized tax benefits at December 31, 2024 of \$ 8,875 million can be reduced by \$ 617 million associated with timing adjustments, potential transfer pricing adjustments and state income taxes. The net amount of \$ 8,258 million, if recognized, would favorably affect the company's effective tax rate. The net amounts at December 31, 2023 and 2022 were \$ 8,205 million and \$ 8,191 million, respectively.

Interest and penalties related to income tax liabilities are included in income tax expense. During the years ended December 31, 2024, 2023 and 2022, the company recognized \$ 282 million, \$ 379 million and \$ 185 million, respectively, in interest expense and penalties. The company had \$ 1,560 million and \$ 1,321 million for the payment of interest and penalties accrued at December 31, 2024 and December 31, 2023, respectively.

Within the next 12 months, the company believes it is reasonably possible that the total amount of unrecognized tax benefits associated with certain positions may be reduced. The potential decrease in the amount of unrecognized tax benefits is associated with certain non-U.S. positions that are expected to be recognized due to a lapse in statute of limitations, as well as anticipated resolution of various audits. The company estimates that the unrecognized tax benefits at December 31, 2024 could be reduced by \$ 139 million.

During the fourth quarter of 2020, the U.S. Internal Revenue Service (IRS) concluded its examination of the company's U.S. income tax returns for 2013 and 2014 and issued a final Revenue Agent's Report (RAR) proposing adjustments related to certain cross-border transactions that occurred in 2013. The company filed its IRS Appeals protest in the first quarter of 2021, and in October of 2023, the IRS issued a revised RAR. These adjustments, if sustained, would increase the company's income subject to tax by approximately \$ 4.2 billion, with tax calculated at the relevant federal income tax rate. The company continues to strongly disagree with the IRS position and will pursue resolution at IRS Appeals and then court, if necessary. In the first quarter of 2024, the IRS concluded its examination of the company's U.S. income tax returns for 2015 and 2016 and issued a final RAR proposing adjustments related to certain cross-border transactions that occurred in 2015. The proposed adjustments, if sustained, would increase the company's income subject to tax by approximately \$ 1.2 billion, with tax calculated at the relevant federal income tax rate. The company strongly disagrees with the IRS position and filed its IRS Appeals protest in the second quarter of 2024. In the fourth quarter of 2021, the IRS commenced its audit of the company's U.S. tax returns for 2017 and 2018. The company anticipates that this audit will be completed in 2025. With respect to major U.S. state and foreign taxing jurisdictions, the company is generally no longer subject to tax examinations for years prior to 2016. The company is no longer subject to income tax examination of its U.S. federal tax return for years prior to 2013. The open years contain matters that could be subject to differing interpretations of applicable tax laws and regulations as it relates to the amount and/or timing of income, deductions, and tax credits. Although the outcome of tax audits is always uncertain, the company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that are expected to result for these years.

The company is involved in a number of income tax-related matters in India challenging tax assessments issued by the India Tax Authorities. As of December 31, 2024, the company had recorded approximately \$ 400 million as prepaid income taxes in India. A significant portion of this balance represents cash tax deposits paid over time to protect the company's right to appeal various income tax assessments made by the India Tax Authorities. Although the outcome of tax audits is always uncertain, the company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that are expected to result for these years.



Within consolidated retained earnings at December 31, 2024 were undistributed after-tax earnings from certain non-U.S. subsidiaries that were not indefinitely reinvested. At December 31, 2024, the company had a deferred tax liability of \$ 211 million for the estimated taxes associated with the repatriation of these earnings. Undistributed earnings of approximately \$ 1.3 billion and other outside basis differences in foreign subsidiaries were indefinitely reinvested in foreign operations. Quantification of the deferred tax liability, if any, associated with indefinitely reinvested earnings and outside basis differences was not practicable.

#### NOTE H. EARNINGS PER SHARE

The following table presents the computation of basic and diluted earnings per share of common stock.

(\$ in millions except per share amounts)

For the year ended December 31:	2024 <sup>(1)</sup>	2023	2022 <sup>(1)</sup>
Weighted-average number of shares on which earnings per share calculations are based			
<b>Basic</b>	921,767,834	911,210,319	902,664,190
Add—incremental shares under stock-based compensation plans	13,012,755	8,700,951	7,593,455
Add—incremental shares associated with contingently issuable shares	2,380,636	2,162,558	2,011,417
<b>Assuming dilution</b>	937,161,224	922,073,828	912,269,062
Income from continuing operations	\$ 6,015	\$ 7,514	\$ 1,783
Income/(loss) from discontinued operations, net of tax <sup>(2)</sup>	8	( 12 )	( 143 )
<b>Net income on which basic earnings per share is calculated</b>	\$ 6,023	\$ 7,502	\$ 1,639
Income from continuing operations	\$ 6,015	\$ 7,514	\$ 1,783
Net income applicable to contingently issuable shares	—	—	—
<b>Income from continuing operations on which diluted earnings per share is calculated</b>	\$ 6,015	\$ 7,514	\$ 1,783
<b>Income/(loss) from discontinued operations, net of tax, on which diluted earnings per share is calculated</b>	8	( 12 )	( 143 )
<b>Net income on which diluted earnings per share is calculated</b>	\$ 6,023	\$ 7,502	\$ 1,639
Earnings/(loss) per share of common stock			
<b>Assuming dilution</b>			
Continuing operations	\$ 6.42	\$ 8.15	\$ 1.95
Discontinued operations	0.01	( 0.01 )	( 0.16 )
<b>Total</b>	\$ 6.43	\$ 8.14	\$ 1.80
<b>Basic</b>			
Continuing operations	\$ 6.53	\$ 8.25	\$ 1.97
Discontinued operations	0.01	( 0.01 )	( 0.16 )
<b>Total</b>	\$ 6.53	\$ 8.23	\$ 1.82

(1) 2024 and 2022 include the impacts of pension settlement charges. Refer to note U, "Retirement-Related Benefits," for additional information.

(2) Primarily relates to discontinued operations of Kyndryl, separated in 2021.

Weighted-average stock options to purchase 764,673 common shares in 2024, 1,761,463 common shares in 2023 and 814,976 common shares in 2022 were outstanding, but were not included in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of the common shares for the full year, and therefore, the effect would have been antidilutive.

## Notes to the Consolidated Financial Statements

International Business Machines Corporation and Subsidiary Companies

## NOTE I. FINANCIAL ASSETS &amp; LIABILITIES

## Fair Value Measurements

## Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table presents the company's financial assets and financial liabilities that are measured at fair value on a recurring basis at December 31, 2024 and 2023.

\$ in millions)

At December 31:	Fair Value Hierarchy Level	2024		2023	
		Assets <sup>(6)</sup>	Liabilities <sup>(7)</sup>	Assets <sup>(6)</sup>	Liabilities <sup>(7)</sup>
Cash equivalents <sup>(1)</sup>					
Time deposits and certificates of deposit <sup>(2)</sup>	2	\$ 6,663	N/A	\$ 7,206	N/A
Money market funds	1	284	N/A	494	N/A
Total cash equivalents		\$ 6,948	N/A	\$ 7,699	N/A
Equity investments	1	—	N/A	25	N/A
Debt securities—current <sup>(2) (3)</sup>	2	644	N/A	373	N/A
Debt securities—noncurrent <sup>(2) (4)</sup>	2,3	124	N/A	8	N/A
Derivatives designated as hedging instruments					
Interest rate contracts	2	—	362	2	299
Foreign exchange contracts	2	645	294	131	275
Derivatives not designated as hedging instruments					
Foreign exchange contracts <sup>(5)</sup>	2	22	43	115	19
Equity contracts	2	4	27	93	—
Total		\$ 8,386	\$ 726	\$ 8,446	\$ 593

(1) Included within cash and cash equivalents in the Consolidated Balance Sheet.

(2) Available-for-sale debt securities with carrying values that approximate fair value.

(3) Term deposits and U.S. treasury bills that are reported within marketable securities in the Consolidated Balance Sheet.

(4) 2024 assets include a \$ 102 million seller financing loan in connection with the divestiture of The Weather Company assets reported within investments and sundry assets in the Consolidated Balance Sheet. Refer to note E, "Acquisitions & Divestitures," for additional information.

(5) 2023 assets include \$ 62 million related to foreign exchange call option contracts entered into in connection with the acquisition of StreamSets and webMethods from Software AG. There were no associated derivatives outstanding at December 31, 2024. Refer to note E "Acquisitions & Divestitures" and note S, "Derivative Financial Instruments," for additional information.

(6) The gross balances of derivative assets contained within prepaid expenses and other current assets, and investments and sundry assets in the Consolidated Balance Sheet at December 31, 2024 were \$ 575 million and \$ 96 million, respectively, and at December 31, 2023 were \$ 304 million and \$ 37 million, respectively.

(7) The gross balances of derivative liabilities contained within other accrued expenses and liabilities, and other liabilities in the Consolidated Balance Sheet at December 31, 2024 were \$ 262 million and \$ 463 million, respectively, and at December 31, 2023 were \$ 294 million and \$ 299 million, respectively.

N/A—Not applicable

## Financial Assets and Liabilities Not Measured at Fair Value

## Short-Term Receivables and Payables

Short-term receivables (excluding the current portion of long-term receivables) and other investments are financial assets with carrying values that approximate fair value. Accounts payable, other accrued expenses and short-term debt (excluding the current portion of long-term debt) are financial liabilities with carrying values that approximate fair value. If measured at fair value in the financial statements, these financial instruments would be classified as Level 3 in the fair value hierarchy, except for short-term debt which would be classified as Level 2.

## Loans and Long-Term Receivables

Fair values are based on discounted future cash flows using current interest rates offered for similar loans to clients with similar credit ratings for the same remaining maturities. At December 31, 2024 and 2023, the difference between the carrying amount and estimated fair value for loans and long-term receivables was immaterial. If measured at fair value in the financial statements, these financial instruments would be classified as Level 3 in the fair value hierarchy.

## Long-Term Debt

Fair value of publicly traded long-term debt is based on quoted market prices for the identical liability when traded as an asset in an active market. For other long-term debt (including long-term finance lease liabilities) for which a quoted market price is not available, an expected present value technique that uses rates currently available to the company for debt with similar terms and remaining maturities is used to estimate fair value. The carrying amount of long-term debt was \$ 49,884 million and \$ 50,121

million, and the estimated fair value was \$ 47,389 million and \$ 48,284 million at December 31, 2024 and 2023, respectively. If measured at fair value in the financial statements, long-term debt (including the current portion) would be classified as Level 2 in the fair value hierarchy.

## NOTE J. INVENTORY

(\$ in millions)

At December 31:	2024		2023	
Finished goods	\$	134	\$	78
Work in process and raw materials		1,155		1,083
<b>Total</b>	\$	1,289	\$	1,161

## NOTE K. FINANCING RECEIVABLES

Financing receivables primarily consist of client loan and installment payment receivables (loans), investment in sales-type and direct financing leases (collectively referred to as client financing receivables) and commercial financing receivables. Loans are provided primarily to clients to finance the purchase of IBM hardware, software and services. Payment terms on these financing arrangements are for terms generally up to seven years. Investment in sales-type and direct financing leases relate principally to the company's Infrastructure products and are for terms generally up to five years. Commercial financing receivables, which consist of both held-for-investment and held-for-sale receivables, relate primarily to working capital financing for business partners and distributors of IBM products and services. Payment terms for working capital financing generally range from 30 to 60 days.

A summary of the components of the company's financing receivables is presented as follows:

(\$ in millions)

At December 31, 2024:	Client Financing Receivables				Commercial Financing Receivables					Total	
	Client Loan and Installment Payment Receivables		Investment in Sales-Type and Direct Financing		Held for Investment						Held for Sale <sup>(1)</sup>
	(Loans)		Leases								
Financing receivables, gross	\$	7,425	\$	3,406	\$	1,322	\$	900	\$	13,052	
Unearned income		( 547 )		( 344 )		—		—		( 891 )	
Unguaranteed residual value		—		479		—		—		479	
Amortized cost	\$	6,878	\$	3,540	\$	1,322	\$	900	\$	12,639	
Allowance for credit losses		( 73 )		( 50 )		( 5 )		—		( 128 )	
Total financing receivables, net	\$	6,804	\$	3,491	\$	1,317	\$	900	\$	12,512	
Current portion	\$	3,535	\$	1,408	\$	1,317	\$	900	\$	7,159	
Noncurrent portion	\$	3,269	\$	2,083	\$	—	\$	—	\$	5,352	

(\$ in millions)

At December 31, 2023:	Client Financing Receivables				Commercial Financing Receivables				Total	
	Client Loan and Installment Payment Receivables		Investment in Sales-Type and Direct Financing		Held for Investment		Held for Sale <sup>(1)</sup>			
	(Loans)		Leases							
Financing receivables, gross	\$	7,060	\$	4,261	\$	1,160	\$	692	\$	13,173
Unearned income		( 486 )		( 429 )		—		—		( 915 )
Unguaranteed residual value		—		458		—		—		458
<b>Amortized cost</b>	\$	6,574	\$	4,290	\$	1,160	\$	692	\$	12,716
Allowance for credit losses		( 87 )		( 63 )		( 6 )		—		( 156 )
<b>Total financing receivables, net</b>	\$	6,486	\$	4,227	\$	1,155	\$	692	\$	12,560
Current portion	\$	3,427	\$	1,520	\$	1,155	\$	692	\$	6,793
Noncurrent portion	\$	3,059	\$	2,707	\$	—	\$	—	\$	5,766

(1) The carrying value of the receivables classified as held for sale approximates fair value.

The company has a long-standing practice of taking mitigation actions, in certain circumstances, to transfer credit risk to third parties. These actions may include credit insurance, financial guarantees, nonrecourse secured borrowings, true sales or sales of

equipment under operating lease. Sale of receivables arrangements are also utilized in the normal course of business as part of the company's cash and liquidity management.

Financing receivables pledged as collateral for secured borrowings were \$ 213 million and \$ 232 million at December 31, 2024 and 2023, respectively. These borrowings are included in note O, "Borrowings."

#### Transfer of Financial Assets

Effective January 1, 2025, the company extended its existing agreement for a 26 -month term with a third-party investor to sell up to \$ 1.3 billion of IBM short-term commercial financing receivables on a revolving basis. In addition, the company enters into agreements with third-party financial institutions to sell certain of its client financing receivables, including both loan and lease receivables, for cash proceeds. There were no material client financing receivables transferred for the years ended December 31, 2024 and 2023.

The following table presents the total amount of commercial financing receivables transferred.

(\$ in millions)

For the year ended December 31:	2024		2023	
Commercial financing receivables				
Receivables transferred during the period	\$	7,860	\$	9,248
Receivables uncollected at end of period <sup>(1)</sup>	\$	1,150	\$	1,600

(1) Of the total amount of commercial financing receivables sold and derecognized from the Consolidated Balance Sheet, the amounts presented remained uncollected from business partners as of December 31, 2024 and 2023.

The transfer of these receivables qualified as true sales and therefore reduced financing receivables. The cash proceeds from the sales are included in cash flows from operating activities. For the years ended December 31, 2024 and 2023, the net loss, including fees, associated with the transfer of commercial financing receivables was \$ 68 million and \$ 98 million, respectively, and is included in other (income) and expense in the Consolidated Income Statement. For the company's policy on determining treatment for transfer of financial assets, refer to note A, "Significant Accounting Policies."

#### Financing Receivables by Portfolio Segment

The following tables present the amortized cost basis for client financing receivables at December 31, 2024 and 2023, further segmented by three classes: Americas, Europe/Middle East/Africa (EMEA) and Asia Pacific. The commercial financing receivables portfolio segment is excluded from the tables in the sections below as the receivables are short term in nature and the current estimated risk of loss and resulting impact to the company's financial results are not material.

(\$ in millions)

At December 31, 2024:	Americas		EMEA		Asia Pacific		Total
<b>Amortized cost</b>	\$	5,861	\$	3,128	\$	1,429	\$ 10,418
<b>Allowance for credit losses</b>							
<b>Beginning balance at January 1, 2024</b>	\$	92	\$	48	\$	11	\$ 150
Write-offs		( 2 )		( 1 )		0	( 3 )
Recoveries		1		0		0	1
Additions/(releases)		( 10 )		0		( 2 )	( 12 )
Other <sup>(1)</sup>		( 11 )		( 2 )		0	( 14 )
<b>Ending balance at December 31, 2024</b>	\$	69	\$	45	\$	9	\$ 123

(\$ in millions)

At December 31, 2023:	Americas		EMEA		Asia Pacific		Total
<b>Amortized cost</b>	\$	6,488	\$	3,007	\$	1,368	\$ 10,863
<b>Allowance for credit losses</b>							
<b>Beginning balance at January 1, 2023</b>	\$	88	\$	60	\$	20	\$ 168
Write-offs		( 9 )		( 1 )		( 8 )	( 18 )
Recoveries		0		2		3	5
Additions/(releases)		5		( 14 )		( 4 )	( 12 )
Other <sup>(1)</sup>		7		1		( 1 )	8
<b>Ending balance at December 31, 2023</b>	\$	92	\$	48	\$	11	\$ 150

(1) Primarily represents translation adjustments.

When determining the allowances, financing receivables are evaluated either on an individual or a collective basis. For the company's policy on determining allowances for credit losses, refer to note A, "Significant Accounting Policies."

#### Past Due Financing Receivables

The company summarizes information about the amortized cost basis for client financing receivables, including amortized cost aged over 90 days and still accruing, billed invoices aged over 90 days and still accruing, and amortized cost not accruing.

(\$ in millions)

	Total Amortized Cost	Amortized Cost > 90 Days <sup>(1)</sup>	Amortized Cost > 90 Days and Accruing <sup>(1)</sup>	Billed Invoices > 90 Days and Accruing	Amortized Cost Not Accruing <sup>(2)</sup>
At December 31, 2024:					
Americas	\$ 5,861	\$ 66	\$ 7	\$ 1	\$ 62
EMEA	3,128	29	1	0	28
Asia Pacific	1,429	8	0	0	7
<b>Total client financing receivables</b>	<b>\$ 10,418</b>	<b>\$ 103</b>	<b>\$ 8</b>	<b>\$ 1</b>	<b>\$ 97</b>

(\$ in millions)

	Total Amortized Cost	Amortized Cost > 90 Days <sup>(1)</sup>	Amortized Cost > 90 Days and Accruing <sup>(1)</sup>	Billed Invoices > 90 Days and Accruing	Amortized Cost Not Accruing <sup>(2)</sup>
At December 31, 2023:					
Americas	\$ 6,488	\$ 111	\$ 40	\$ 6	\$ 71
EMEA	3,007	31	1	1	31
Asia Pacific	1,368	9	1	0	8
<b>Total client financing receivables</b>	<b>\$ 10,863</b>	<b>\$ 151</b>	<b>\$ 43</b>	<b>\$ 7</b>	<b>\$ 110</b>

(1) At a contract level, which includes total billed and unbilled amounts for financing receivables aged greater than 90 days.

(2) Of the amortized cost not accruing, there was a related allowance of \$ 94 million and \$ 106 million at December 31, 2024 and 2023, respectively. Financing income recognized on these receivables was immaterial for the years ended December 31, 2024 and 2023.

#### Credit Quality Indicators

The company's credit quality indicators, which are based on rating agency data, publicly available information and information provided by customers, are reviewed periodically based on the relative level of risk. The resulting indicators are a numerical rating system that maps to Moody's Investors Service credit ratings as shown below. The company uses information provided by Moody's, where available, as one of many inputs in its determination of customer credit ratings. The credit quality of the customer is evaluated based on these indicators and is assigned the same risk rating whether the receivable is a lease or a loan.

The following tables present the amortized cost basis for client financing receivables by credit quality indicator at December 31, 2024 and 2023, respectively. Receivables with a credit quality indicator ranging from Aaa to Baa3 are considered investment grade. All others are considered non-investment grade. The credit quality indicators reflect mitigating credit enhancement actions taken by customers which reduce the risk to IBM. Gross write-offs by vintage year at December 31, 2024 were not material.

(\$ in millions)

	Americas		EMEA		Asia Pacific	
At December 31, 2024:	Aaa - Baa3	Ba1 - C	Aaa - Baa3	Ba1 - C	Aaa - Baa3	Ba1 - C
Vintage year						
2024	\$ 2,080	\$ 621	\$ 1,145	\$ 514	\$ 616	\$ 77
2023	1,372	310	341	258	285	19
2022	950	113	408	194	254	26
2021	233	24	125	27	69	5
2020	43	17	29	15	36	8
2019 and prior	53	44	37	35	26	7
<b>Total</b>	<b>\$ 4,732</b>	<b>\$ 1,129</b>	<b>\$ 2,085</b>	<b>\$ 1,043</b>	<b>\$ 1,287</b>	<b>\$ 142</b>

(\$ in millions)												
	Americas				EMEA				Asia Pacific			
At December 31, 2023:	Aaa - Baa3		Ba1 - C		Aaa - Baa3		Ba1 - C		Aaa - Baa3		Ba1 - C	
Vintage year												
2023	\$	2,292	\$	1,028	\$	750	\$	520	\$	501	\$	70
2022		1,645		268		687		374		386		42
2021		655		85		284		83		110		40
2020		205		79		106		60		97		22
2019		104		23		58		38		40		8
2018 and prior		55		50		16		30		39		12
Total	\$	4,955	\$	1,533	\$	1,901	\$	1,106	\$	1,174	\$	195

**Modifications**

The company did not have any significant modifications due to clients experiencing financial difficulty for the years ended December 31, 2024 and 2023.

**NOTE L. PROPERTY, PLANT & EQUIPMENT**

(\$ in millions)										
At December 31:										
	2024				2023					
Land and land improvements										
Buildings and building and leasehold improvements										
Information technology equipment										
Production, engineering, office and other equipment										
Total—gross										
Less: Accumulated depreciation										
Total—net										

**NOTE M. LEASES**
**Accounting for Leases as a Lessee**

The following table presents the various components of lease costs.

(\$ in millions)										
For the year ended December 31:										
	2024				2023				2022	
Finance lease cost										
Operating lease cost										
Short-term lease cost										
Variable lease cost										
Sublease income										
Total lease cost										

The company recorded net gains on sale and leaseback transactions of \$ 17 million, \$ 145 million and \$ 41 million for the years ended December 31, 2024, 2023 and 2022, respectively.

The following table presents supplemental information relating to the cash flows arising from lease transactions. Cash payments related to variable lease costs and short-term leases are not included in the measurement of operating and finance lease liabilities, and, as such, are excluded from the amounts below.

(\$ in millions)

For the year ended December 31:	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash outflows from finance leases	\$ 43	\$ 16	\$ 9
Financing cash outflows from finance leases	189	75	55
Operating cash outflows from operating leases	961	961	1,020
ROU assets obtained in exchange for new finance lease liabilities	698	355	196
ROU assets obtained in exchange for new operating lease liabilities	988	1,220	705

The following table presents the weighted-average lease term and discount rate for finance and operating leases.

At December 31:	2024	2023
Finance leases		
Weighted-average remaining lease term (in years)	6.0	5.1
Weighted-average discount rate	5.03 %	4.62 %
Operating leases		
Weighted-average remaining lease term (in years)	6.4	6.2
Weighted-average discount rate	4.91 %	4.46 %

The following table presents a maturity analysis of expected undiscounted cash flows for operating and finance leases on an annual basis for the next five years and thereafter.

(\$ in millions)

	2025	2026	2027	2028	2029	Thereafter	Imputed Interest <sup>(1)</sup>	Total <sup>(2)</sup>
Finance leases	\$ 246	\$ 210	\$ 194	\$ 168	\$ 155	\$ 202	\$ (174 )	\$ 1,000
Operating leases	906	787	630	447	318	938	(603 )	3,422

(1) Imputed interest represents the difference between undiscounted cash flows and discounted cash flows.

(2) The company entered into lease agreements, primarily related to operating leases, for certain facilities and equipment with payments totaling approximately \$ 496 million that have not yet commenced as of December 31, 2024, and therefore are not included in this table.

The following table presents information on the company's finance leases recognized in the Consolidated Balance Sheet.

(\$ in millions)

At December 31:	2024	2023
ROU assets—Property, plant and equipment	\$ 984	\$ 481
Lease liabilities		
Short-term debt	198	121
Long-term debt	803	379

#### Accounting for Leases as a Lessor

The following table presents amounts included in the Consolidated Income Statement related to lessor activity.

(\$ in millions)				
For the year ended December 31:	2024	2023	2022	
Lease income—sales-type and direct financing leases				
Sales-type lease selling price	\$ 865	\$ 1,280	\$ 1,636	
Less: Carrying value of underlying assets <sup>(1)</sup>	(176 )	(245 )	(385 )	
Gross profit	689	1,034	1,251	
Interest income on lease receivables	268	242	200	
Total sales-type and direct financing lease income	958	1,276	1,451	
Lease income—operating leases	60	93	116	
Variable lease income	68	68	87	
<b>Total lease income</b>	<b>\$ 1,085</b>	<b>\$ 1,437</b>	<b>\$ 1,653</b>	

(1) Excludes unguaranteed residual value.

#### Sales-Type and Direct Financing Leases

At December 31, 2024 and 2023, the unguaranteed residual values of sales-type and direct financing leases were \$ 479 million and \$ 458 million, respectively. Refer to note K, "Financing Receivables," for additional information on the company's net investment in leases.

For the years ended December 31, 2024 and 2023, impairment of residual values was immaterial.

The following table presents a maturity analysis of the lease payments due to IBM on sales-type and direct financing leases over the next five years and thereafter, as well as a reconciliation of the undiscounted cash flows to the financing receivables recognized in the Consolidated Balance Sheet at December 31, 2024.

(\$ in millions)		
		Total
2025	\$	1,552
2026		963
2027		584
2028		244
2029		60
Thereafter		3
Total undiscounted cash flows	\$	3,406
Present value of lease payments (recognized as financing receivables) <sup>(1)</sup>		3,062
Difference between undiscounted cash flows and discounted cash flows	\$	344

(1) The present value of the lease payments will not equal the financing receivables balances in the Consolidated Balance Sheet due to certain items, including IDCs, allowance for credit losses and residual values, which are included in the financing receivable balance, but are not included in the future lease payments.



## NOTE N. INTANGIBLE ASSETS INCLUDING GOODWILL

## Intangible Assets

The following table presents the company's intangible asset balances by major asset class.

(\$ in millions)

	Gross Carrying		Accumulated		Net Carrying
	Amount		Amortization		Amount <sup>(1)</sup>
At December 31, 2024:					
Intangible asset class					
Capitalized software	\$	1,282	\$	( 492 )	\$ 790
Client relationships		9,704		( 4,387 )	5,317
Completed technology		6,297		( 3,164 )	3,132
Patents/trademarks		1,826		( 519 )	1,307
Other <sup>(2)</sup>		138		( 24 )	114
Total	\$	19,247	\$	( 8,587 )	\$ 10,660

(\$ in millions)

	Gross Carrying		Accumulated		Net Carrying
	Amount		Amortization		Amount <sup>(1)</sup>
At December 31, 2023:					
Intangible asset class					
Capitalized software	\$	1,636	\$	( 762 )	\$ 874
Client relationships		9,053		( 3,500 )	5,553
Completed technology		5,713		( 2,510 )	3,203
Patents/trademarks		1,821		( 436 )	1,385
Other <sup>(2)</sup>		41		( 20 )	22
Total	\$	18,265	\$	( 7,229 )	\$ 11,036

(1) Amounts as of December 31, 2024 and December 31, 2023 include a decrease in the net intangible asset balance of \$ 126 million and an increase in the net intangible asset balance of \$ 50 million, respectively, due to foreign currency translation.

(2) Other intangibles are primarily acquired proprietary and nonproprietary technology licenses, data, business processes, methodologies and systems.

There was no impairment of intangible assets recorded in 2024 and 2023. The net carrying amount of intangible assets decreased \$ 376 million during the year ended December 31, 2024, primarily due to intangible asset amortization, partially offset by additions of acquired intangibles from business combinations of \$ 1,627 million, driven by the acquisition of StreamSets and webMethods in the third quarter of 2024, and additions of capitalized software. The aggregate intangible amortization expense was \$ 2,499 million and \$ 2,287 million for the years ended December 31, 2024 and 2023, respectively. In addition, in 2024 and 2023, respectively, the company retired \$ 923 million and \$ 1,505 million of fully amortized intangible assets, impacting both the gross carrying amount and accumulated amortization by this amount.

The future amortization expense relating to intangible assets currently recorded in the Consolidated Balance Sheet is estimated to be the following at December 31, 2024:

(\$ in millions)

	Capitalized	Acquired	Total
	Software	Intangibles	
2025	\$ 427	\$ 1,939	\$ 2,365
2026	260	1,902	2,162
2027	103	1,881	1,984
2028	0	1,582	1,582
2029	0	936	936
Thereafter	—	1,631	1,631

## Notes to the Consolidated Financial Statements

International Business Machines Corporation and Subsidiary Companies

## Goodwill

The changes in the goodwill balances by reportable segment for the years ended December 31, 2024 and 2023 are as follows:

(\$ in millions)

Segment	Balance at January 1, 2024	Goodwill Additions	Purchase Price Adjustments <sup>(1)</sup>	Divestitures	Foreign Currency Translation and Other Adjustments <sup>(2)</sup>	Balance at December 31, 2024
Software	\$ 46,447	\$ 1,511	\$ (51)	\$ —	\$ (770)	\$ 47,136
Consulting	8,883	469	(3)	(1)	(142)	9,206
Infrastructure	4,384	8	(1)	—	(28)	4,363
Other <sup>(3)</sup>	464	—	—	(464)	—	—
<b>Total</b>	<b>\$ 60,178</b>	<b>\$ 1,987</b>	<b>\$ (55)</b>	<b>\$ (465)</b>	<b>\$ (940)</b>	<b>\$ 60,706</b>

(\$ in millions)

Segment	Balance at January 1, 2023	Goodwill Additions	Purchase Price Adjustments	Divestitures	Foreign Currency Translation and Other Adjustments <sup>(2)</sup>	Balance at December 31, 2023
Software <sup>(4)</sup>	\$ 42,712	\$ 3,538	\$ (17)	\$ —	\$ 214	\$ 46,447
Consulting <sup>(4)</sup>	8,409	403	2	—	69	8,883
Infrastructure	4,363	12	—	—	8	4,384
Other <sup>(4)</sup>	464	—	—	—	—	464
<b>Total</b>	<b>\$ 55,949</b>	<b>\$ 3,953</b>	<b>\$ (15)</b>	<b>\$ —</b>	<b>\$ 291</b>	<b>\$ 60,178</b>

(1) Includes measurement period adjustments related to business combinations that closed in the current and prior year.

(2) Primarily driven by foreign currency translation.

(3) In the first quarter of 2024, the company derecognized goodwill related to the divestiture of The Weather Company assets. Refer to note E, "Acquisitions & Divestitures," for additional information.

(4) Recast to reflect January 2024 segment changes. Refer to note D, "Segments," for additional information.

There were no goodwill impairment losses recorded during 2024 or 2023, and the company has no accumulated impairment losses. Purchase price adjustments recorded in 2024 and 2023 were related to acquisitions that were still subject to the measurement period that ends at the earlier of 12 months from the acquisition date or when information becomes available. Net purchase price adjustments recorded in 2024 and 2023 were not material.

## NOTE O. BORROWINGS

## Short-Term Debt

The company's total short-term debt at December 31, 2024 and December 31, 2023 was \$ 5,089 million and \$ 6,426 million, respectively, and primarily consisted of current maturities of long-term debt detailed in "Long-Term Debt" below.

## Long-Term Debt

### Pre-Swap Borrowing

(\$ in millions)

At December 31:	Maturities	2024	2023
U.S. dollar debt (weighted-average interest rate at December 31, 2024): <sup>(1)</sup>			
3.3 %	2024	\$ —	\$ 5,003
5.1 %	2025	1,601	1,601
3.7 %	2026	5,800	5,201
3.3 %	2027	4,119	3,619
5.0 %	2028	1,313	1,313
3.6 %	2029	3,750	3,250
2.0 %	2030	1,350	1,350
4.8 %	2031	500	—
4.4 %	2032	1,850	1,850
4.8 %	2033	750	750
4.9 %	2034	1,000	—
8.0 %	2038	83	83
4.5 %	2039	2,745	2,745
2.9 %	2040	650	650
4.0 %	2042	1,107	1,107
5.3 %	2044	1,000	—
7.0 %	2045	27	27
4.7 %	2046	650	650
4.3 %	2049	3,000	3,000
3.0 %	2050	750	750
4.2 %	2052	1,400	1,400
5.1 %	2053	650	650
5.3 %	2054	1,400	—
7.1 %	2096	316	316
		\$ 35,813	\$ 35,317
Euro debt (weighted-average interest rate at December 31, 2024): <sup>(1)</sup>			
1.1 %	2024	—	829
1.6 %	2025	3,106	3,315
2.3 %	2027	2,071	2,210
0.7 %	2028	1,863	1,989
1.5 %	2029	1,035	1,105
0.9 %	2030	1,035	1,105
2.7 %	2031	2,588	2,762
0.7 %	2032	1,656	1,768
1.3 %	2034	1,035	1,105
3.8 %	2035	1,035	1,105
1.2 %	2040	880	939
4.0 %	2043	1,035	1,105
		\$ 17,340	\$ 19,335
Other currencies (weighted-average interest rate at December 31, 2024): <sup>(1)</sup>			
Pound sterling ( 4.9 %)	2038	\$ 939	\$ 955
Japanese yen ( 0.7 %)	2026–2028	808	1,251
Other ( 13.8 %)	2025–2027	212	241
		\$ 55,111	\$ 57,099
Finance lease obligations ( 5.0 % weighted-average interest rate at December 31, 2024)	2025–2034	1,000	499
		\$ 56,112	\$ 57,598
Less: net unamortized discount		824	838
Less: net unamortized debt issuance costs		168	154
Add: fair value adjustment <sup>(2)</sup>		(176 )	(60 )
		\$ 54,943	\$ 56,546
Less: current maturities		5,059	6,425
<b>Total</b>		<b>\$ 49,884</b>	<b>\$ 50,121</b>

<sup>(1)</sup> Includes notes, debentures, bank loans and secured borrowings.

<sup>(2)</sup> The portion of the company's fixed-rate debt obligations that is hedged is reflected in the Consolidated Balance Sheet as an amount equal to the sum of the debt's carrying value and a fair value adjustment representing changes in the fair value of the hedged debt obligations attributable to movements in benchmark interest rates.



The company's indenture governing its debt securities and its various credit facilities each contain significant covenants which obligate the company to promptly pay principal and interest, limit the aggregate amount of secured indebtedness and sale and leaseback transactions to 10 percent of the company's consolidated net tangible assets, and restrict the company's ability to merge or consolidate unless certain conditions are met. The credit facilities also include a covenant on the company's consolidated net interest expense ratio, which cannot be less than 2.20 to 1.0, as well as a cross default provision with respect to other defaulted indebtedness of at least \$ 500 million.

The company is in compliance with all of its debt covenants and provides periodic certifications to its lenders. The failure to comply with its debt covenants could constitute an event of default with respect to the debt to which such provisions apply. If certain events of default were to occur, the principal and interest on the debt to which such event of default applied would become immediately due and payable.

In the first quarter of 2023, the company issued \$ 0.7 billion of Japanese yen floating-rate syndicated bank loans with a maturity of 5 years; \$ 4.6 billion of Euro fixed-rate notes in tranches with maturities ranging from 4 to 20 years and coupons ranging from 3.375 to 4 percent; \$ 0.9 billion of Pound sterling fixed-rate notes with a maturity of 15 years and a coupon of 4.875 percent; and \$ 3.25 billion of U.S. dollar fixed-rate notes in tranches with maturities ranging from 3 to 30 years and coupons ranging from 4.5 to 5.1 percent.

In the first quarter of 2024, IBM International Capital Pte. Ltd (IIC), a wholly owned finance subsidiary of the company, issued \$ 5.5 billion of U.S. dollar fixed rate notes (IIC Notes) in tranches with maturities ranging from 2 to 30 years and coupons ranging from 4.6 to 5.3 percent. IIC is a 100 percent owned finance subsidiary of IBM, as described by the SEC in Rule 13-01(a)(4)(vi) of Regulation S-X, the primary purpose of which is to borrow money to be made available for the benefit of IBM and its affiliates. The IIC Notes are fully and unconditionally guaranteed by IBM, and no other subsidiary of IBM guarantees the IIC Notes.

#### Post-Swap Borrowing (Long-Term Debt, Including Current Portion)

At December 31:	2024		2023	
	Amount	Weighted-Average	Amount	Weighted-Average
		Interest Rate		Interest Rate
Fixed-rate debt	\$ 47,712	3.3 %	\$ 48,803	3.0 %
Floating-rate debt <sup>(1)</sup>	7,231	5.6 %	7,743	6.1 %
<b>Total</b>	<b>\$ 54,943</b>		<b>\$ 56,546</b>	

(1) Includes \$ 6,725 million in both 2024 and 2023, of notional interest-rate swaps that effectively convert fixed-rate long-term debt into floating-rate debt. Refer to note S, "Derivative Financial Instruments," for additional information.

Pre-swap annual contractual obligations of long-term debt outstanding at December 31, 2024, are as follows:

	Total
2025	\$ 5,047
2026	6,302
2027	6,357
2028	3,863
2029	4,926
Thereafter	29,616
<b>Total</b>	<b>\$ 56,112</b>

**Interest on Debt**

(\$ in millions)

For the year ended December 31:	2024	2023	2022
Cost of financing	\$ 336	\$ 334	\$ 346
Interest expense	1,712	1,607	1,216
Interest capitalized	12	9	5
<b>Total interest paid and accrued</b>	<b>\$ 2,060</b>	<b>\$ 1,949</b>	<b>\$ 1,566</b>

Refer to the related discussion in note D, "Segments," for interest expense of the Financing segment. Refer to note S, "Derivative Financial Instruments," for a discussion of the use of foreign currency denominated debt designated as a hedge of net investment, as well as a discussion of the use of currency and interest-rate swaps in the company's debt risk management program.

**Lines of Credit**

On June 17, 2024, the company amended its existing \$ 2.5 billion Three-Year Credit Agreement and \$ 7.5 billion Five-Year Credit Agreement (the Credit Agreements) to extend the maturity dates to June 20, 2027 and June 22, 2029, respectively. The Credit Agreements permit the company and its subsidiary borrowers to borrow up to \$ 10 billion on a revolving basis. The total expense recorded by the company related to these agreements was \$ 8 million, \$ 8 million and \$ 11 million in 2024, 2023 and 2022, respectively. Subject to certain conditions stated in the Credit Agreements, the borrower may borrow, prepay and re-borrow amounts under the Credit Agreements at any time during the term of such agreements. Funds borrowed may be used for the general corporate purposes of the borrower.

Interest rates on borrowings under the Credit Agreements will be based on prevailing market interest rates, as further described in the Credit Agreements. The Credit Agreements contain customary representations and warranties, covenants, events of default, and indemnification provisions. The company believes that circumstances that might give rise to breach of these covenants or an event of default, as specified in the Credit Agreements, are remote. As of December 31, 2024, there were no borrowings by the company under the Credit Agreements.

The company also has other committed lines of credit in some of the geographies which are not significant in the aggregate. Interest rates and other terms of borrowing under these lines of credit vary from country to country, depending on local market conditions. As of December 31, 2024, there were no material borrowings by the company under these credit facilities.

**NOTE P. OTHER LIABILITIES**

(\$ in millions)

At December 31:	2024	2023
Income tax reserves	\$ 6,865	\$ 6,916
Deferred taxes	815	1,146
Excess Savings Plan	1,445	1,437
Disability benefits	274	308
Derivative liabilities	463	299
Workforce reductions	445	526
Environmental accruals	204	206
Other	536	639
<b>Total</b>	<b>\$ 11,048</b>	<b>\$ 11,475</b>

In response to changing business needs, the company periodically takes workforce reduction actions to improve productivity, cost competitiveness and to rebalance skills. The noncurrent future payments associated with these activities are reflected in the workforce reductions caption in the previous table. The noncurrent liabilities are workforce accruals primarily related to terminated employees who are no longer working for the company and who were granted annual payments to supplement their incomes in certain countries. Depending on the individual country's legal requirements, these required payments will continue until the former employee begins receiving pension benefits or passes away. The total amounts accrued for workforce reductions, including amounts classified as other accrued expenses and liabilities in the Consolidated Balance Sheet, were \$ 665 million and \$ 725 million at December 31, 2024 and 2023, respectively.

The company employs extensive internal environmental protection programs that primarily are preventive in nature. The company also participates in environmental assessments and cleanups at a number of locations, including operating facilities, previously owned facilities and Superfund sites. The company's maximum exposure for all environmental liabilities cannot be estimated and no amounts have been recorded for non-ARO environmental liabilities that are not probable or estimable. The total amounts accrued

for non-ARO environmental liabilities, including amounts classified as current in the Consolidated Balance Sheet, that do not reflect actual or anticipated insurance recoveries, were \$ 247 million and \$ 244 million at December 31, 2024 and 2023, respectively. Estimated environmental costs are not expected to materially affect the consolidated financial position or consolidated results of the company's operations in future periods. However, estimates of future costs are subject to change due to protracted cleanup periods, changing environmental remediation regulations and changes in assumptions.

As of December 31, 2024, the company was unable to estimate the range of settlement dates and the related probabilities for certain asbestos remediation AROs. These conditional AROs are primarily related to the encapsulated structural fireproofing that is not subject to abatement unless the buildings are demolished and non-encapsulated asbestos that the company would remediate only if it performed major renovations of certain existing buildings. Because these conditional obligations have indeterminate settlement dates, the company could not develop a reasonable estimate of their fair values. The company will continue to assess its ability to estimate fair values at each future reporting date. The related liability will be recognized once sufficient additional information becomes available. The total amounts accrued for ARO liabilities, including amounts classified as current in the Consolidated Balance Sheet, were \$ 80 million and \$ 113 million at December 31, 2024 and 2023, respectively.

#### NOTE Q. COMMITMENTS & CONTINGENCIES

##### Commitments

The company's extended lines of credit to third-party entities include unused amounts of \$ 1.6 billion and \$ 1.4 billion at December 31, 2024 and 2023, respectively. A portion of these amounts was available to the company's business partners to support their working capital needs. In addition, the company has committed to provide future financing to its clients in connection with client purchase agreements for \$ 2.2 billion and \$ 1.9 billion at December 31, 2024 and 2023, respectively. The company collectively evaluates the allowance for these arrangements using a provision methodology consistent with the portfolio of the commitments. Refer to note A, "Significant Accounting Policies," for additional information. The allowance for these commitments is recorded in other liabilities in the Consolidated Balance Sheet and was not material at December 31, 2024 and 2023.

The company has applied the guidance requiring a guarantor to disclose certain types of guarantees, even if the likelihood of requiring the guarantor's performance is remote. The following is a description of arrangements in which the company is the guarantor.

The company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in the context of contracts entered into by the company, under which the company customarily agrees to hold the party harmless against losses arising from a breach of representations and covenants related to such matters as title to the assets sold, certain intellectual property rights, specified environmental matters, third-party performance of nonfinancial contractual obligations and certain income taxes. In each of these circumstances, payment by the company is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, the procedures of which typically allow the company to challenge the other party's claims. While indemnification provisions typically do not include a contractual maximum on the company's payment, the company's obligations under these agreements may be limited in terms of time and/or nature of claim, and in some instances, the company may have recourse against third parties for certain payments made by the company.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the company under these agreements have not had a material effect on the company's business, financial condition or results of operations.

In addition, the company guarantees certain loans and financial commitments. The maximum potential future payment under these financial guarantees and the fair value of these guarantees recognized in the Consolidated Balance Sheet at December 31, 2024 and 2023 was not material.

Changes in the company's warranty liability for standard warranties, which are included in other accrued expenses and liabilities and other liabilities in the Consolidated Balance Sheet, and for extended warranty contracts, which are included in deferred income in the Consolidated Balance Sheet, are presented in the following tables.

---

#### Standard Warranty Liability

(\$ in millions)				
	2024		2023	
Balance at January 1	\$	65	\$	79
Current period accruals		82		84
Accrual adjustments to reflect experience		9		( 14 )
Charges incurred		( 81 )		( 83 )
<b>Balance at December 31</b>	<b>\$</b>	<b>76</b>	<b>\$</b>	<b>65</b>

#### Extended Warranty Liability (Deferred Income)

(\$ in millions)				
	2024		2023	
Balance at January 1	\$	184	\$	272
Revenue deferred for new extended warranty contracts		23		70
Amortization of deferred revenue		( 113 )		( 158 )
Other <sup>(1)</sup>		( 6 )		0
<b>Balance at December 31</b>	<b>\$</b>	<b>88</b>	<b>\$</b>	<b>184</b>
Current portion	\$	61	\$	110
Noncurrent portion	\$	27	\$	74

(1) Other consists primarily of foreign currency translation adjustments.

The decrease in extended warranty liability is primarily due to the company's shift to alternative maintenance and support offerings without a warranty element.

#### Contingencies

As a company with a substantial employee population and with clients in more than 175 countries, IBM is involved, either as plaintiff or defendant, in a variety of ongoing claims, demands, suits, investigations, tax matters and proceedings that arise from time to time in the ordinary course of its business. The company is a leader in the information technology industry and, as such, has been and will continue to be subject to claims challenging its IP rights and associated products and offerings, including claims of copyright and patent infringement and violations of trade secrets and other IP rights. In addition, the company enforces its own IP against infringement, through license negotiations, lawsuits or otherwise. Further, given the rapidly evolving external landscape of cybersecurity, AI, privacy and data protection laws, regulations and threat actors, the company and its clients have been and will continue to be subject to actions or proceedings in various jurisdictions. Also, as is typical for companies of IBM's scope and scale, the company is party to actions and proceedings in various jurisdictions involving a wide range of labor and employment issues (including matters related to contested employment decisions, country-specific labor and employment laws, and the company's pension, retirement and other benefit plans), as well as actions with respect to contracts, product liability, cybersecurity, data privacy, securities, foreign operations, competition law and environmental matters. These actions may be commenced by a number of different parties, including competitors, clients, current or former employees, government and regulatory agencies, stockholders and representatives of the locations in which the company does business. Some of the actions to which the company is party may involve particularly complex technical issues, and some actions may raise novel questions under the laws of the various jurisdictions in which these matters arise.

The company records a provision with respect to a claim, suit, investigation or proceeding when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Any recorded liabilities, including any changes to such liabilities for the years ended December 31, 2024, 2023 and 2022 were not material to the Consolidated Financial Statements.

In accordance with the relevant accounting guidance, the company provides disclosures of matters for which the likelihood of material loss is at least reasonably possible. In addition, the company also discloses matters based on its consideration of other matters and qualitative factors, including the experience of other companies in the industry, and investor, customer and employee relations considerations.

With respect to certain of the claims, suits, investigations and proceedings discussed herein, the company believes at this time that the likelihood of any material loss is remote, given, for example, the procedural status, court rulings, and/or the strength of the company's defenses in those matters. With respect to the remaining claims, suits, investigations and proceedings discussed in this note, except as specifically discussed herein, the company is unable to provide estimates of reasonably possible losses or range of losses, including losses in excess of amounts accrued, if any, for the following reasons. Claims, suits, investigations and proceedings



are inherently uncertain, and it is not possible to predict the ultimate outcome of these matters. It is the company's experience that damage amounts claimed in litigation against it are unreliable and unrelated to possible outcomes, and as such are not meaningful indicators of the company's potential liability. Further, the company is unable to provide such an estimate due to a number of other factors with respect to these claims, suits, investigations and proceedings, including considerations of the procedural status of the matter in question, the presence of complex or novel legal theories, and/or the ongoing discovery and development of information important to the matters. The company reviews claims, suits, investigations and proceedings at least quarterly, and decisions are made with respect to recording or adjusting provisions and disclosing reasonably possible losses or range of losses (individually or in the aggregate), to reflect the impact and status of settlement discussions, discovery, procedural and substantive rulings, reviews by counsel and other information pertinent to a particular matter.

Whether any losses, damages or remedies finally determined in any claim, suit, investigation or proceeding could reasonably have a material effect on the company's business, financial condition, results of operations or cash flows will depend on a number of variables, including: the timing and amount of such losses or damages; the structure and type of any such remedies; the significance of the impact any such losses, damages or remedies may have in the Consolidated Financial Statements; and the unique facts and circumstances of the particular matter that may give rise to additional factors. While the company will continue to defend itself vigorously, it is possible that the company's business, financial condition, results of operations or cash flows could be affected in any particular period by the resolution of one or more of these matters.

The following is a summary of the more significant legal matters involving the company.

On June 8, 2021, IBM sued GlobalFoundries U.S. Inc. (GF) in New York State Supreme Court for claims including fraud and breach of contract relating to a long-term strategic relationship between IBM and GF for researching, developing, and manufacturing advanced semiconductor chips for IBM. GF walked away from its obligations and IBM sued to recover amounts paid to GF, and other compensatory and punitive damages, totaling more than \$ 1.5 billion. On September 14, 2021, the court ruled on GF's motion to dismiss. On April 7, 2022, the Appellate Division unanimously reversed the lower court's dismissal of IBM's fraud claim. In December 2024, the parties settled the lawsuit, with no material financial impact to IBM, and in January 2025, the lawsuit was discontinued with prejudice.

On June 2, 2022, a putative class action lawsuit was filed in the United States District Court for the Southern District of New York alleging that the IBM Pension Plan miscalculated certain joint and survivor annuity pension benefits by using outdated actuarial tables in violation of the Employee Retirement Income Security Act of 1974. IBM, the Plan Administrator Committee, and the IBM Pension Plan are named as defendants. On April 4, 2024, the court dismissed the lawsuit with prejudice. On May 3, 2024, the plaintiffs appealed.

As disclosed in the Kyndryl Form 10 and subsequent Kyndryl public filings, in 2017, BMC Software, Inc. (BMC) filed suit against IBM in the United States District Court for the Southern District of Texas in a dispute involving IBM's former managed infrastructure services business. On May 30, 2022, the trial court awarded BMC \$ 718 million in direct damages and \$ 718 million in punitive damages, plus interest and fees. On April 30, 2024, the United States Court of Appeals for the Fifth Circuit reversed and rendered the district court's judgment in IBM's favor. IBM does not believe it has any material exposure relating to this litigation. No material liability or related indemnification asset has been recorded by IBM.

The company is party to, or otherwise involved in, proceedings brought by U.S. federal or state environmental agencies under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), known as "Superfund," or laws similar to CERCLA. Such statutes require potentially responsible parties to participate in remediation activities regardless of fault or ownership of sites. The company is also conducting environmental investigations, assessments or remediations at or in the vicinity of several current or former operating sites globally pursuant to permits, administrative orders or agreements with country, state or local environmental agencies, and is involved in lawsuits and claims concerning certain current or former operating sites.

The company is also subject to ongoing tax examinations and governmental assessments in various jurisdictions. Along with many other U.S. companies doing business in Brazil, the company is involved in various challenges with Brazilian tax authorities regarding non-income tax assessments and non-income tax litigation matters. The total potential amount related to all these matters for all applicable years is approximately \$ 300 million. The company believes it will prevail on these matters and that this amount is not a meaningful indicator of liability.

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## NOTE R. EQUITY ACTIVITY

The authorized capital stock of IBM consists of (i) 4,687,500,000 shares of common stock with a \$ 0.20 per share par value, of which 926,290,070 shares were outstanding at December 31, 2024, and (ii) 150,000,000 shares of preferred stock with a \$ 0.01 per share par value, whereby 75,000,000 shares have been designated as Series A Preferred Stock, of which 57,916,244 shares of Series A Preferred Stock were issued to a wholly owned subsidiary of the company but were not outstanding at December 31, 2024. The company does not intend to issue or transfer any shares of Series A Preferred Stock to any third parties.

## Stock Repurchases

The Board of Directors authorizes the company to repurchase IBM common stock. The company suspended its share repurchase program at the time of the Red Hat acquisition in 2019. At December 31, 2024, \$ 2,008 million of Board common stock repurchase authorization was available.

## Other Stock Transactions

The company issued the following shares of common stock as part of its stock-based compensation plans and employees stock purchase plan: 12,253,153 shares in 2024, 9,794,240 shares in 2023, and 8,539,072 shares in 2022. The company issued 2,454,155 treasury shares in 2024, 2,080,983 treasury shares in 2023, and 2,512,300 treasury shares in 2022, as a result of restricted stock unit releases and exercises of stock options by employees of certain acquired businesses and by non-U.S. employees. Also, as part of the company's stock-based compensation plans, 3,430,885 common shares at a cost of \$ 651 million, 2,953,554 common shares at a cost of \$ 402 million, and 3,027,994 common shares at a cost of \$ 407 million in 2024, 2023 and 2022, respectively, were remitted by employees to the company in order to satisfy minimum statutory tax withholding requirements. These amounts are included in the treasury stock balance in the Consolidated Balance Sheet and the Consolidated Statement of Equity.

## Reclassifications and Taxes Related to Items of Other Comprehensive Income

(\$ in millions)

	Before Tax Amount	Tax (Expense)/ Benefit	Net of Tax Amount
For the year ended December 31, 2024:			
<b>Other comprehensive income/(loss)</b>			
Foreign currency translation adjustments	\$ 301	\$ ( 324 )	\$ ( 23 )
<b>Net changes related to available-for-sale securities</b>			
Unrealized gains/(losses) arising during the period	\$ 2	\$ 0	\$ 1
Reclassification of (gains)/losses to other (income) and expense	—	—	—
<b>Total net changes related to available-for-sale securities</b>	<b>\$ 2</b>	<b>\$ 0</b>	<b>\$ 1</b>
<b>Unrealized gains/(losses) on cash flow hedges</b>			
Unrealized gains/(losses) arising during the period	\$ 389	\$ ( 113 )	\$ 276
Reclassification of (gains)/losses to:			
Cost of services	( 22 )	6	( 16 )
Cost of sales	( 40 )	13	( 27 )
Cost of financing	6	( 2 )	5
SG&A expense	( 16 )	5	( 11 )
Other (income) and expense	125	( 32 )	94
Interest expense	31	( 8 )	24
<b>Total unrealized gains/(losses) on cash flow hedges</b>	<b>\$ 474</b>	<b>\$ ( 130 )</b>	<b>\$ 343</b>
<b>Retirement-related benefit plans <sup>(1)</sup></b>			
Prior service costs/(credits)	\$ ( 56 )	\$ 11	\$ ( 45 )
Net (losses)/gains arising during the period	70	( 65 )	6
Curtailments and settlements	3,159	( 719 )	2,441
Amortization of prior service (credits)/costs	( 7 )	2	( 5 )
Amortization of net (gains)/losses	975	( 201 )	775
<b>Total retirement-related benefit plans</b>	<b>\$ 4,142</b>	<b>\$ ( 971 )</b>	<b>\$ 3,171</b>
<b>Other comprehensive income/(loss)</b>	<b>\$ 4,919</b>	<b>\$ ( 1,426 )</b>	<b>\$ 3,492</b>

(1) These AOCI components are included in the computation of net periodic pension cost and include the impact of pension settlement charges of \$ 3.1 billion (\$ 2.4 billion net of tax). Refer to note U, "Retirement-Related Benefits," for additional information.

(\$ in millions)

	Before Tax Amount	Tax (Expense)/ Benefit	Net of Tax Amount
For the year ended December 31, 2023:			
<b>Other comprehensive income/(loss)</b>			
Foreign currency translation adjustments	\$ 3	\$ 100	\$ 103
<b>Net changes related to available-for-sale securities</b>			
Unrealized gains/(losses) arising during the period	\$ 0	\$ 0	\$ 0
Reclassification of (gains)/losses to other (income) and expense	—	—	—
<b>Total net changes related to available-for-sale securities</b>	\$ 0	\$ 0	\$ 0
<b>Unrealized gains/(losses) on cash flow hedges</b>			
Unrealized gains/(losses) arising during the period	\$ 207	\$ (63)	\$ 144
Reclassification of (gains)/losses to:			
Cost of services	5	(1)	5
Cost of sales	(22)	8	(14)
Cost of financing	14	(3)	10
SG&A expense	(12)	4	(8)
Other (income) and expense	(209)	53	(157)
Interest expense	66	(17)	49
<b>Total unrealized gains/(losses) on cash flow hedges</b>	\$ 47	\$ (19)	\$ 28
Retirement-related benefit plans <sup>(1)</sup>			
Prior service costs/(credits)	\$ 2	\$ 0	\$ 2
Net (losses)/gains arising during the period	(3,115)	536	(2,579)
Curtailments and settlements	5	(1)	4
Amortization of prior service (credits)/costs	(9)	3	(6)
Amortization of net (gains)/losses	515	(88)	427
<b>Total retirement-related benefit plans</b>	\$ (2,602)	\$ 450	\$ (2,152)
<b>Other comprehensive income/(loss)</b>	\$ (2,552)	\$ 531	\$ (2,021)

(1) These AOCI components are included in the computation of net periodic pension cost. Refer to note U, "Retirement-Related Benefits," for additional information.

#### Accumulated Other Comprehensive Income/(Loss) (net of tax)

(\$ in millions)

	Before Tax Amount	Tax (Expense)/ Benefit	Net of Tax Amount
For the year ended December 31, 2022:			
<b>Other comprehensive income/(loss)</b>			
Foreign currency translation adjustments	\$ 176	\$ (406)	\$ (229)
<b>Net changes related to available-for-sale securities</b>			
Unrealized gains/(losses) arising during the period	\$ (1)	\$ 0	\$ (1)
Reclassification of (gains)/losses to other (income) and expense	—	—	—
<b>Total net changes related to available-for-sale securities</b>	\$ (1)	\$ 0	\$ (1)
<b>Unrealized gains/(losses) on cash flow hedges</b>			
Unrealized gains/(losses) arising during the period	\$ 241	\$ (64)	\$ 178
Reclassification of (gains)/losses to:			
Cost of services	(24)	6	(18)
Cost of sales	(99)	28	(70)
Cost of financing	24	(6)	18
SG&A expense	(38)	11	(28)
Other (income) and expense	(349)	88	(261)
Interest expense	86	(22)	64
<b>Total unrealized gains/(losses) on cash flow hedges</b>	\$ (158)	\$ 41	\$ (117)
Retirement-related benefit plans <sup>(1)</sup>			
Prior service costs/(credits)	\$ 463	\$ (99)	\$ 364
Net (losses)/gains arising during the period	878	(183)	695
Curtailments and settlements	5,970	(1,490)	4,480
Amortization of prior service (credits)/costs	12	(3)	9
Amortization of net (gains)/losses	1,596	(304)	1,293
<b>Total retirement-related benefit plans</b>	\$ 8,919	\$ (2,078)	\$ 6,841
<b>Other comprehensive income/(loss)</b>	\$ 8,936	\$ (2,442)	\$ 6,494

(1) These AOCI components are included in the computation of net periodic pension cost and include the impact of a pension settlement charge of \$ 5.9 billion (\$ 4.4 billion net of tax). Refer to note U, "Retirement-Related Benefits," for additional information.



(\$ in millions)

	Net Unrealized Gains/(Losses) on Cash Flow Hedges	Foreign Currency Translation Adjustments <sup>(1)</sup>	Net Change Retirement- Related Benefit Plans	Net Unrealized Gains/(Losses) on Available- For-Sale Securities	Accumulated Other Comprehensive Income/(Loss)
December 31, 2021	\$ (18 )	\$ (3,362 )	\$ (19,854 )	\$ (1 )	\$ (23,234 )
Other comprehensive income before reclassifications	178	(229 )	1,059	(1 )	1,007
Amount reclassified from accumulated other comprehensive income <sup>(2)</sup>	(295 )	—	5,782	—	5,487
Total change for the period	(117 )	(229 )	6,841	(1 )	6,494
<b>December 31, 2022</b>	(135 )	(3,591 )	(13,013 )	(1 )	(16,740 )
Other comprehensive income before reclassifications	144	103	(2,577 )	0	(2,331 )
Amount reclassified from accumulated other comprehensive income	(115 )	—	425	—	310
Total change for the period	28	103	(2,152 )	0	(2,021 )
<b>December 31, 2023</b>	(106 )	(3,488 )	(15,165 )	(1 )	(18,761 )
Other comprehensive income before reclassifications	276	(23 )	(39 )	1	215
Amount reclassified from accumulated other comprehensive income <sup>(3)</sup>	67	—	3,210	—	3,278
Total change for the period	343	(23 )	3,171	1	3,492
<b>December 31, 2024</b>	\$ 237	\$ (3,512 )	\$ (11,994 )	\$ 0	\$ (15,269 )

(1) Foreign currency translation adjustments are presented gross except for any associated hedges which are presented net of tax.

(2) Net change in retirement-related benefit plans includes the impact of a pension settlement charge of \$ 5.9 billion (\$ 4.4 billion net of tax). Refer to note U, "Retirement-Related Benefits," for additional information.

(3) Net change in retirement-related benefit plans includes the impact of pension settlement charges of \$ 3.1 billion (\$ 2.4 billion net of tax). Refer to note U, "Retirement-Related Benefits," for additional information.

#### NOTE S. DERIVATIVE FINANCIAL INSTRUMENTS

The company operates in multiple functional currencies and is a significant lender and borrower in the global markets. In the normal course of business, the company is exposed to the impact of interest rate changes and foreign currency fluctuations, and to a lesser extent equity risk. The company limits these risks by following established risk management policies and procedures, including the use of derivatives, and, where cost effective, financing with debt in the currencies in which assets are denominated. For interest rate exposures, derivatives are used to better align rate movements between the interest rates associated with the company's lease and other financial assets and the interest rates associated with its financing debt. Derivatives are also used to manage the related cost of debt. For foreign currency exposures, derivatives are used to better manage the cash flow volatility arising from foreign exchange rate fluctuations.

In the Consolidated Balance Sheet, the company does not offset derivative assets against liabilities in master netting arrangements nor does it offset receivables or payables recognized upon payment or receipt of cash collateral against the fair values of the related derivative instruments. The amount recognized in other accounts receivable for the right to reclaim cash collateral was \$ 29 million and \$ 11 million at December 31, 2024 and 2023, respectively. The amount recognized in accounts payable for the obligation to return cash collateral was \$ 3 million and \$ 7 million at December 31, 2024 and 2023, respectively. The company restricts the use of cash collateral received to rehypothecation, and therefore reports it in restricted cash in the Consolidated Balance Sheet. The amount rehypothecated was \$ 3 million and \$ 7 million at December 31, 2024 and 2023, respectively. Additionally, if derivative exposures covered by a qualifying master netting agreement had been netted in the Consolidated Balance Sheet at December 31, 2024 and 2023, the total derivative asset and liability positions each would have been reduced by \$ 352 million and \$ 235 million, respectively.

As discussed in note E, "Acquisitions & Divestitures," the company completed the acquisition of StreamSets and webMethods from Software AG on July 1, 2024. Prior to the acquisition, beginning in December 2023, the company entered into foreign currency derivative contracts which were accounted for as non-hedge derivatives and expired by June 28, 2024. For the years ended December 31, 2024 and 2023, the company recorded a realized loss of \$ 68 million and an unrealized gain of \$ 12 million, respectively, in other (income) and expense in the Consolidated Income Statement. At December 31, 2023, the fair value of the call options was \$ 62 million, and was included in prepaid expenses and other current assets in the Consolidated Balance Sheet. There were no associated derivatives outstanding at December 31, 2024.

In 2021, the company completed the separation of its managed infrastructure services unit into a new public company, Kyndryl. During 2022, the company fully disposed of its previously retained interest in Kyndryl common stock pursuant to exchange

agreements with a third-party financial institution and entered into a cash-settled swap that maintained IBM's continued economic exposure in those shares. For the year ended December 31, 2022, IBM recognized a total realized loss of \$ 351 million, including \$ 267 million on the disposition of shares and \$ 83 million on the settlement of the swap in other (income) and expense in the Consolidated Income Statement.

In its hedging programs, the company may use forward contracts, futures contracts, interest-rate swaps, cross-currency swaps, equity swaps and options depending upon the underlying exposure. The company is not a party to leveraged derivative instruments.

A brief description of the major hedging programs, categorized by underlying risk, follows.

#### Interest Rate Risk

##### Fixed and Variable Rate Borrowings

The company issues debt in the global capital markets to fund its operations and financing business. Access to cost-effective financing can result in interest rate mismatches with the underlying assets. To manage these mismatches and to reduce overall interest cost, the company may use interest-rate swaps to convert specific fixed-rate debt issuances into variable-rate debt (i.e., fair value hedges) and to convert specific variable-rate debt issuances into fixed-rate debt (i.e., cash flow hedges). At both December 31, 2024 and 2023, the total notional amount of the company's interest-rate swaps was \$ 6.7 billion. The weighted-average remaining maturity of these instruments at December 31, 2024 and 2023 was approximately 4.5 years and 5.5 years, respectively. These interest-rate contracts were accounted for as fair value hedges. The company did not have any cash flow hedges relating to this program outstanding at December 31, 2024 and 2023.

##### Forecasted Debt Issuance

The company is exposed to interest rate volatility on future debt issuances. To manage this risk, the company may use instruments such as forward starting interest-rate swaps to lock in the rate on the interest payments related to the forecasted debt issuances. There were no instruments outstanding at December 31, 2024 and 2023.

In connection with cash flow hedges of forecasted interest payments related to the company's borrowings, there were unrealized net losses (before taxes) of \$ 106 million and \$ 121 million at December 31, 2024 and 2023, respectively, deferred in AOCI. The company estimates that \$ 14 million of the deferred net losses (before taxes) on derivatives in AOCI at December 31, 2024 will be reclassified to net income within the next 12 months, providing an offsetting economic impact against the underlying interest payments.

#### Foreign Exchange Risk

##### Long-Term Investments in Foreign Subsidiaries (Net Investment)

A large portion of the company's foreign currency denominated debt portfolio is designated as a hedge of net investment in major foreign subsidiaries to reduce the volatility in stockholders' equity caused by changes in foreign currency exchange rates in the subsidiaries' functional currency with respect to the U.S. dollar. At December 31, 2024 and 2023, the carrying value of debt designated as hedging instruments was \$ 14.0 billion and \$ 15.9 billion, respectively. The company also uses foreign currency derivatives, which may include forward contracts, long-term cross-currency swaps and options, for this risk management purpose. In the third quarter of 2024, the company entered into long-term cross-currency swaps designated as hedge of net investment instruments that the company also relates to its underlying U.S. dollar denominated debt. The notional value of these long-term cross-currency swaps at December 31, 2024 was \$ 2.2 billion. Cash flows associated with interim net interest settlements of these swaps are reported in cash flows from operating activities in the Consolidated Statement of Cash Flows. For the year ended December 31, 2024, interim net interest cash settlements were not material. There were no associated derivatives at December 31, 2023. At December 31, 2024 and 2023, the total notional amount of derivative instruments designated as net investment hedges was \$ 6.2 billion and \$ 4.9 billion, respectively. At December 31, 2024 and 2023, the weighted-average remaining maturity of these instruments was approximately 0.8 years and 0.1 years, respectively.

##### Anticipated Royalties and Cost Transactions

The company's operations generate significant nonfunctional currency, third-party vendor payments and intercompany payments for royalties and goods and services among the company's non-U.S. subsidiaries and with the company. In anticipation of these foreign currency cash flows and in view of the volatility of the currency markets, the company selectively employs foreign exchange forward contracts to manage its currency risk. These forward contracts are accounted for as cash flow hedges. At December 31, 2024, the maximum remaining length of time over which the company has hedged its exposure to the variability in future cash flows is approximately two years. At December 31, 2024 and 2023, the total notional amount of forward contracts designated as cash flow hedges of forecasted royalty and cost transactions was \$ 9.7 billion and \$ 9.2 billion, respectively. At both December 31, 2024 and 2023, the weighted-average remaining maturity of these instruments was approximately 0.6 years.

At December 31, 2024 and 2023, in connection with cash flow hedges of anticipated royalties and cost transactions, there were unrealized net gains (before taxes) of \$ 415 million and \$ 40 million, respectively, deferred in AOCI. The company estimates that

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\$ 363 million of the deferred net gains (before taxes) on derivatives in AOCI at December 31, 2024 will be reclassified to net income within the next 12 months, providing an offsetting economic impact against the underlying anticipated transactions.

#### Foreign Currency Denominated Borrowings

The company is exposed to exchange rate volatility on foreign currency denominated debt. To manage this risk, the company may employ forward contracts or cross-currency swaps to convert the principal, or principal and interest payments of foreign currency denominated debt to debt denominated in the functional currency of the borrowing entity. These derivatives are accounted for as cash flow hedges.

At December 31, 2024, the maximum length of time remaining over which the company has hedged its exposure was approximately six years . At December 31, 2024 and 2023, the total notional amount of derivative instruments designated as cash flow hedges of foreign currency denominated debt was \$ 5.0 billion and \$ 5.2 billion, respectively.

At December 31, 2024 and 2023, in connection with the cross-currency swaps terminated in August 2023, there were unrealized net losses (before taxes) of \$ 46 million and \$ 68 million, respectively, deferred in AOCI, of which \$ 15 million of the deferred net losses (before taxes) is estimated to be reclassified to net income within the next 12 months.

At December 31, 2024 and 2023, in connection with forward contracts, there were unrealized net gains (before taxes) of \$ 84 million and \$ 23 million, respectively, deferred in AOCI. Approximately \$ 54 million of losses (before taxes) related to the initial forward points excluded from the assessment of hedge effectiveness is expected to be amortized to other (income) and expenses within the next 12 months.

#### Subsidiary Cash and Foreign Currency Asset/Liability Management

The company uses its Global Treasury Centers to manage the cash of its subsidiaries. These centers principally use currency swaps to convert cash flows in a cost-effective manner. In addition, the company uses foreign exchange forward contracts to economically hedge, on a net basis, the foreign currency exposure of a portion of the company's nonfunctional currency assets and liabilities. The terms of these forward and swap contracts are generally less than one year . The changes in the fair values of these contracts and of the underlying hedged exposures are generally offsetting and are recorded in other (income) and expense in the Consolidated Income Statement. At December 31, 2024 and 2023, the total notional amount of derivative instruments in economic hedges of foreign currency exposure was \$ 7.4 billion and \$ 6.7 billion, respectively.

#### Equity Risk Management

The company is exposed to market price changes in certain broad market indices and in the company's own stock primarily related to certain obligations to employees. Changes in the overall value of these employee compensation obligations are recorded in SG&A expense in the Consolidated Income Statement. Although not designated as accounting hedges, the company utilizes derivatives, including equity swaps and futures, to economically hedge the exposures related to its employee compensation obligations. The derivatives are linked to the total return on certain broad market indices or the total return on the company's common stock, and are recorded at fair value with gains or losses also reported in SG&A expense in the Consolidated Income Statement. At December 31, 2024 and 2023, the total notional amount of derivative instruments in economic hedges of these compensation obligations was \$ 1.5 billion and \$ 1.2 billion, respectively.

#### Cumulative Basis Adjustments for Fair Value Hedges

At December 31, 2024 and 2023, the following amounts were recorded in the Consolidated Balance Sheet related to cumulative basis adjustments for fair value hedges:

(\$ in millions)			
At December 31:	2024		2023
Short-term debt			
Carrying amount of the hedged item	\$	(13)	\$ (1)
Cumulative hedging adjustments included in the carrying amount—assets/(liabilities)		(13)	(1)
Long-term debt			
Carrying amount of the hedged item		(6,497)	(6,629)
Cumulative hedging adjustments included in the carrying amount—assets/(liabilities) <sup>(1)</sup>		190	61

(1) Includes (\$ 155 ) million and (\$ 200 ) million of hedging adjustments on discontinued hedging relationships at December 31, 2024 and 2023, respectively.

### The Effect of Derivative Instruments in the Consolidated Income Statement

The total amounts of income and expense line items presented in the Consolidated Income Statement in which the effects of fair value hedges, cash flow hedges, net investment hedges and derivatives not designated as hedging instruments are recorded and the total effect of hedge activity on these income and expense line items are as follows:

(\$ in millions)

	Total			Gains/(Losses) of Total Hedge Activity		
	2024	2023	2022	2024	2023	2022
For the year ended December 31:						
Cost of services	\$ 20,529	\$ 21,051	\$ 21,062	\$ 22	\$ ( 5 )	\$ 24
Cost of sales	6,303	6,127	6,374	40	22	99
Cost of financing	369	382	406	( 10 )	( 11 )	2
SG&A expense	19,688	19,003	18,609	151	165	( 211 )
Other (income) and expense	1,871	( 914 )	5,803	( 515 )	17	( 225 )
Interest expense	1,712	1,607	1,216	( 51 )	( 54 )	6

(\$ in millions)

Gain/(Loss) Recognized in Consolidated Income Statement							
	Consolidated Income Statement Line Item	Recognized on Derivatives			Attributable to Risk Being Hedged <sup>(1)</sup>		
		2024	2023	2022	2024	2023	2022
For the year ended December 31:							
Derivative instruments in fair value hedges <sup>(2)</sup>							
Interest rate contracts	Cost of financing	\$ ( 41 )	\$ ( 17 )	\$ ( 73 )	\$ 19	\$ ( 2 )	\$ 85
	Interest expense	( 208 )	( 83 )	( 257 )	97	( 11 )	299
Derivative instruments not designated as hedging instruments							
Foreign exchange contracts	Other (income) and expense	( 390 )	( 192 )	( 492 )	N/A	N/A	N/A
Equity contracts	SG&A expense	135	153	( 249 )	N/A	N/A	N/A
	Other (income) and expense	—	—	( 83 )	N/A	N/A	N/A
Total		\$ ( 504 )	\$ ( 140 )	\$ ( 1,153 )	\$ 116	\$ ( 13 )	\$ 384

(1) The amount includes basis adjustments to the carrying value of the hedged item recorded during the period and amortization of basis adjustments recorded on de-designated hedging relationships during the period.

(2) The amount includes changes in clean fair values of the derivative instruments in fair value hedging relationships and the periodic accrual for coupon payments required under these derivative contracts.



(\$ in millions)

	Gain/(Loss) Recognized in Consolidated Income Statement and Other Comprehensive Income																	
For the year ended	Recognized in OCI			Consolidated Income Statement	Reclassified from AOCI			Amounts Excluded from Effectiveness Testing <sup>(1)</sup>										
	2024	2023	2022		Line Item	2024	2023	2022	2024	2023	2022							
December 31:	2024	2023	2022	Line Item	2024	2023	2022	2024	2023	2022								
Derivative instruments in cash flow hedges																		
Interest rate contracts	\$	—	\$	—	\$	—	\$	—	\$	—								
				Cost of financing	\$	( 2 )	\$	( 3 )	\$	( 4 )								
				Interest expense	( 13 )	( 15 )	( 14 )	—	—	—								
Foreign exchange contracts				Cost of services	22	( 5 )	24	—	—	—								
Amount included in the assessment of effectiveness	405	213	241	Cost of sales	40	22	99	—	—	—								
Amount excluded from the assessment of effectiveness	( 16 )	( 6 )	—	Cost of financing	( 4 )	( 11 )	( 21 )	—	—	—								
				SG&A expense	16	12	38	—	—	—								
				Other (income) and expense	( 48 )	239	349	( 77 )	( 29 )	—								
				Interest expense	( 19 )	( 51 )	( 72 )	—	—	—								
Instruments in net investment hedges <sup>(2)</sup>																		
Foreign exchange contracts				Cost of financing	—	—	—	18	22	14								
Amount included in the assessment of effectiveness	1,354	( 397 )	1,613	Interest expense	—	—	—	91	105	50								
Amount excluded from the assessment of effectiveness	4	—	—															
Total	\$	1,747	\$	( 190 )	\$	1,854	\$	( 7 )	\$	189	\$	400	\$	32	\$	98	\$	64

(1) Amounts excluded from effectiveness testing for both net investment hedges and cash flow hedges of foreign currency debt are amortized to net income on a straight-line basis over the life of the relevant hedging instrument.

(2) Instruments in net investment hedges include derivative and non-derivative instruments with the amounts recognized in OCI providing an offset to the translation of foreign subsidiaries.

N/A—Not applicable

For the years ended December 31, 2024 and 2023, there were no material gains or losses associated with an underlying exposure that did not or was not expected to occur (for cash flow hedges); nor are there any anticipated in the normal course of business.

## NOTE T. STOCK-BASED COMPENSATION

The following table presents total stock-based compensation cost included in income from continuing operations.

(\$ in millions)				
For the year ended December 31:	2024		2023	
Cost	\$	223	\$	190
SG&A expense		690		616
RD&E expense		398		328
Pre-tax stock-based compensation cost		1,311		1,133
Income tax benefits		( 469 )		( 290 )
<b>Net stock-based compensation cost</b>	<b>\$</b>	<b>842</b>	<b>\$</b>	<b>843</b>

The company's total unrecognized compensation cost related to non-vested awards at December 31, 2024 was \$ 1.9 billion and is expected to be recognized over a weighted-average period of approximately 2.5 years.

Capitalized stock-based compensation cost was not material at December 31, 2024, 2023 and 2022.

**Incentive Awards**

Stock-based incentive awards are provided to employees under the terms of the company's long-term performance plans (the Plans). The Plans are administered by the Executive Compensation and Management Resources Committee of the Board of Directors. Awards available under the Plans principally include restricted stock units, performance share units, stock options or any combination thereof.

There were 293 million shares originally authorized to be awarded under the company's existing Plans and 66 million shares granted under previous plans that, if and when those awards were cancelled, could be reissued under the existing Plans. At December 31, 2024, 40 million unused shares were available to be granted.

**Stock Awards**

Stock awards for the periods presented were made in the form of Restricted Stock Units (RSUs), including Retention Restricted Stock Units (RRSUs), or Performance Share Units (PSUs).

The following table summarizes RSU and PSU activity under the Plans during the years ended December 31, 2024, 2023 and 2022.

	RSUs		PSUs	
	Weighted-Average		Weighted-Average	
	Grant Price	Number of Units	Grant Price	Number of Units <sup>(1)</sup>
Balance at January 1, 2022	\$	116	\$	118
Awards granted		112		110
Awards released		114		114
Awards canceled/forfeited/performance adjusted <sup>(2)</sup>		116		116
Balance at December 31, 2022	\$	115	\$	117
Awards granted		118		117
Awards released		114		113
Awards canceled/forfeited/performance adjusted <sup>(2)</sup>		115		114
Balance at December 31, 2023	\$	116	\$	118
Awards granted		176		165
Awards released		117		126
Awards canceled/forfeited/performance adjusted <sup>(2)</sup>		123		131
Balance at December 31, 2024	\$	139	\$	130

(1) The balances at December 31 for each period presented represent the number of shares expected to be issued based on achievement of grant date performance targets. The actual number of shares issued will depend on final performance against specified targets over the vesting period.

(2) Includes adjustments of ( 196,544 ), ( 404,655 ) and ( 362,247 ) for PSUs in 2024, 2023 and 2022, respectively, because final performance metrics were above or below specified targets.

The total fair value of RSUs and PSUs granted and vested during the years ended December 31, 2024, 2023 and 2022 were as follows:

(\$ in millions)					
For the year ended December 31:		2024		2023	2022
<b>RSUs</b>					
Granted	\$	1,449	\$	1,293	1,288
Vested		994		845	801
<b>PSUs</b>					
Granted	\$	183	\$	151	136
Vested		121		95	77

In connection with vesting and release of RSUs and PSUs, the tax benefits realized by the company for the years ended December 31, 2024, 2023 and 2022 were \$ 413 million, \$ 256 million and \$ 249 million, respectively.

**Stock Options**

Stock options are awards which allow the employee to purchase shares of the company's stock at a fixed price. Stock options are granted at an exercise price equal to the company's average high and low stock price on the date of grant. These awards generally vest in four equal increments on the first four anniversaries of the grant date and have a contractual term of 10 years. The company estimates the fair value of stock options at the date of grant using a Black-Scholes valuation model. Key inputs and assumptions used to estimate the fair value of stock options include the grant price of the award, the expected option term, volatility of the company's stock, the risk-free rate and the company's dividend yield. For the stock options granted for the years ended December 31, 2024, 2023 and 2022, the expected option term was determined from historical exercise patterns, volatility was based on an analysis of the company's historical stock prices over the expected option term, the risk-free rate was obtained from the U.S. Treasury yield curve in effect at the time of grant and the dividend yield was based on the company's expectation of paying dividends in the foreseeable future. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of the reasonableness of the original estimates of fair value made by the company. Stock options are primarily granted by the company as part of its executive compensation programs.

The weighted-average fair value of stock options granted for the years ended December 31, 2024, 2023 and 2022 was \$ 40.09 , \$ 22.75 and \$ 14.29 , respectively. The fair value was estimated based on the following weighted-average assumptions:

For the year ended December 31:		2024		2023	2022
Expected term (in years)		6.3		6.3	6.3
Expected volatility		26.2 %		26.0 %	25.5 %
Risk-free rate		4.4 %		4.2 %	2.0 %
Dividend yield		3.7 %		5.0 %	5.3 %

The following table summarizes option activity under the Plans during the years ended December 31, 2024, 2023 and 2022.

	Weighted-Average Exercise Price	Number of Shares Under Option
Balance at January 1, 2022	\$ 135	1,549,732
Options granted	125	5,044,353
Options exercised	—	—
Options forfeited/cancelled/expired	125	( 319,560 )
Balance at December 31, 2022	\$ 128	6,274,525
Options granted	133	4,574,756
Options exercised	125	( 408,045 )
Options forfeited/cancelled/expired	129	( 584,674 )
Balance at December 31, 2023	\$ 130	9,856,562
Options granted	181	3,156,770
Options exercised	133	( 2,384,273 )
Options forfeited/cancelled/expired	143	( 623,663 )
Balance at December 31, 2024	\$ 145	10,005,396
Vested and exercisable at December 31, 2024	\$ 128	2,029,748

The weighted-average remaining contractual term and the aggregate intrinsic value of stock options outstanding was 8.1 years and \$ 750 million, respectively, at December 31, 2024. The weighted-average remaining contractual term and the aggregate intrinsic value of stock options vested and exercisable was 7.5 years and \$ 186 million, respectively, at December 31, 2024.

#### Exercises of Stock Options

The total intrinsic value of options exercised for the years ended December 31, 2024 and 2023 was \$ 138 million and \$ 10 million, respectively. No stock options were exercised for the year ended December 31, 2022 because the company did not grant stock options during the year ended December 31, 2021. The total cash received from employees as a result of stock option exercises for the years ended December 31, 2024 and 2023 was approximately \$ 317 million and \$ 51 million, respectively, and was included within proceeds from issuance of shares within cash from financing activities in the Consolidated Statement of Cash Flows. In connection with these exercises, the tax benefits realized by the company for the year ended December 31, 2024 was \$ 34 million. The tax benefits realized during 2023 were immaterial. The company settles employees stock option exercises primarily with newly issued common shares and, occasionally, with treasury shares. Total treasury shares held at December 31, 2024 and 2023 were 1,353 million and 1,352 million shares, respectively.

#### Acquisitions

In connection with various acquisition transactions, there were 0.2 million stock options outstanding at December 31, 2024, as a result of the company's conversion of stock-based awards previously granted by acquired entities. The weighted-average exercise price of these stock options was \$ 23 per share. No stock awards were outstanding at December 31, 2024.

#### IBM Employees Stock Purchase Plan

Effective April 1, 2022, the company increased the discount for eligible participants to purchase shares of IBM common stock under its Employees Stock Purchase Plan (ESPP) from 5 percent to 15 percent off the average market price on the date of purchase. Since this change, the ESPP has been considered compensatory under the accounting requirements for stock-based compensation. The ESPP enables eligible participants to purchase shares of IBM common stock through payroll deductions of up to 10 percent of eligible compensation. Eligible compensation includes any compensation received by the employee during the year. The ESPP provides for semi-annual offering periods during which shares may be purchased and continues as long as shares remain available under the ESPP, unless terminated earlier at the discretion of the Board of Directors. Individual ESPP participants are restricted from purchasing more than \$ 25,000 of common stock in one calendar year or 1,000 shares in an offering period.

Employees purchased approximately 2.6 million, 3.1 million and 2.4 million shares under the ESPP during the years ended December 31, 2024, 2023 and 2022, respectively. For the years ended December 31, 2024, 2023 and 2022, the average market price of shares purchased was \$ 161, \$ 117 and \$ 114 per share, respectively, and the total stock-based compensation cost was \$ 75 million, \$ 64 million and \$ 43 million, respectively. Cash dividends declared and paid by the company on its common stock also include cash dividends on the company stock purchased through the ESPP. Dividends are paid on full and fractional shares and can be reinvested. The company stock purchased through the ESPP is considered outstanding and is included in the weighted-average outstanding shares for purposes of computing basic and diluted earnings per share.

Approximately 8.7 million shares were available for purchase under the ESPP at December 31, 2024.

## NOTE U. RETIREMENT-RELATED BENEFITS

## Description of Plans

IBM sponsors the following retirement-related plans/benefits:

Plan	Eligibility	Funding	Benefit Calculation	Other
U.S. Defined Benefit (DB) Pension Plans	IBM Personal Pension Plan (Qualified PPP) which includes the Retirement Benefit Account ("RBA") as of January 1, 2024	U.S. regular, full-time and part-time employees hired prior to January 1, 2005  RBA - U.S. regular, full-time, and part time employees with at least one year of service on or after January 1, 2024	Any company contributions, required or voluntary, are to an irrevocable trust fund, held for the sole benefit of participants and beneficiaries  Based on average earnings, years of service, and age  Cash balance formula based on percentage of employees' annual salary, as well as an interest crediting rate (includes RBA as of January 1, 2024)	Excluding RBA, benefit accruals ceased December 31, 2007  Certain defined benefit pension obligations and related plan assets were transferred in 2022 and 2024, as described under "IBM Retirement Plan Changes," below
	Excess Personal Pension Plan ("Excess PPP")	U.S. regular, full-time and part-time employees hired prior to January 1, 2005	Unfunded, provides benefits in excess of IRS limitations for qualified plans	Benefit accruals ceased December 31, 2007
	Supplemental Executive Retention Plan ("Retention Plan")	Eligible U.S. executives	Unfunded	Based on average earnings, years of service and age
U.S. Defined Contribution (DC) Plans	401(k) Plan <sup>(1)</sup>	U.S. regular, full-time and part-time employees	All plan participant contributions are made in cash and invested in accordance with participants' investment elections	Employees can save up to 80% of eligible pay, subject to the Internal Revenue Code (IRC) annual contribution limit
	Excess Savings Plan <sup>(1)</sup>	U.S. employees whose eligible compensation is expected to exceed IRS compensation limit for qualified plans	Unfunded, non-qualified amounts deferred are record-keeping (notional) accounts and are not held in trust for the participants, but may be invested in accordance with participants' investment elections (under the 401(k) Plan options)	Company matches contributions on eligible compensation deferred and on compensation earned in excess of the IRC pay limit
U.S. Nonpension Postretirement Benefit Plan	Nonpension Postretirement Plan (IBM Benefits Plan for Retired Employees)	Medical and dental benefits for eligible U.S. retirees and eligible dependents, as well as life insurance for eligible U.S. retirees	Company contributes to irrevocable trust fund, held for the sole benefit of participants and beneficiaries	Varies based on plan design formulas and eligibility requirements
Non-U.S. Plans	DB or DC	Eligible regular employees in certain non-U.S. subsidiaries or branches	Company deposits funds under various fiduciary-type arrangements, purchases annuities under group contracts or provides reserves for these plans	Based either on years of service and the employee's compensation (generally during a fixed number of years immediately before retirement) or on annual credits
	Nonpension Postretirement Plan	Medical and dental benefits for eligible non-U.S. retirees and eligible dependents, as well as life insurance for certain eligible non-U.S. retirees	Primarily unfunded except for a few select countries where the company contributes to irrevocable trust funds held for the sole benefit of participants and beneficiaries	Varies based on plan design formulas and eligibility requirements by country

(1) Effective January 1, 2024, the 401(k) Plus Plan was renamed to the 401(k) Plan and the Excess 401(k) Plus Plan was renamed to the Excess Savings Plan. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

## Notes to the Consolidated Financial Statements

International Business Machines Corporation and Subsidiary Companies

## Plan Financial Information

## Summary of Financial Information

The following table presents a summary of the total retirement-related benefits net periodic (income)/cost recorded in the Consolidated Income Statement.

(\$ in millions)										
For the year ended December 31:	U.S. Plans			Non-U.S. Plans			Total			
	2024	2023	2022	2024	2023	2022	2024	2023	2022	
Total defined benefit pension plans (income)/cost <sup>(1)</sup>	\$ 3,265	\$ (329)	\$ 5,857	\$ 652	\$ 359	\$ 836	\$ 3,918	\$ 30	\$ 6,693	
Total defined contribution plans cost <sup>(2)</sup>	\$ 57	\$ 615	\$ 555	\$ 383	\$ 376	\$ 369	\$ 440	\$ 991	\$ 924	
Nonpension postretirement benefit plans cost	\$ 79	\$ 92	\$ 85	\$ 41	\$ 36	\$ 30	\$ 120	\$ 128	\$ 115	
Total retirement-related benefits net periodic cost <sup>(1)</sup>	\$ 3,402	\$ 378	\$ 6,497	\$ 1,077	\$ 771	\$ 1,235	\$ 4,478	\$ 1,149	\$ 7,732	

(1) In 2024, U.S. and Non-U.S. Plans include the impact of pension settlement charges of \$ 2.7 billion and \$ 0.4 billion, respectively, and the increase in total defined benefit pension plans (income)/cost due to the RBA that was effective January 1, 2024. In 2022, U.S. Plans includes the impact of a pension settlement charge of \$ 5.9 billion. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

(2) Decrease in 2024 U.S. Plans total defined contributions plans cost is due to the introduction of the RBA that was effective January 1, 2024. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

The following table presents a summary of the total PBO for defined benefit pension plans, APBO for nonpension postretirement benefit plans, fair value of plan assets and the associated funded status recorded in the Consolidated Balance Sheet.

\$ in millions)												
	Benefit Obligations			Fair Value of Plan Assets		Funded Status <sup>(1)</sup>						
At December 31:	2024	2023		2024	2023	2024	2023					
U.S. Plans												
Overfunded plans												
Qualified PPP <sup>(2)</sup>	\$	12,941	\$	19,854	\$	17,591	\$	24,437	\$	4,651	\$	4,584
Underfunded plans												
Nonqualified defined benefit pension plans <sup>(3)</sup>		1,278		1,382		—		—		(1,278)		(1,382)
Nonpension postretirement benefit plan		2,257		2,233		6		10		(2,251)		(2,224)
Total underfunded U.S. plans	\$	3,535	\$	3,615	\$	6	\$	10	\$	(3,529)	\$	(3,605)
Non-U.S. Plans												
Overfunded plans												
Qualified defined benefit pension plans <sup>(4) (5)</sup>	\$	13,568	\$	16,515	\$	16,410	\$	19,438	\$	2,842	\$	2,923
Nonpension postretirement benefit plans		—		—		—		—		—		—
Total overfunded non-U.S. plans	\$	13,568	\$	16,515	\$	16,410	\$	19,438	\$	2,842	\$	2,923
Underfunded plans												
Qualified defined benefit pension plans <sup>(4)</sup>	\$	10,482	\$	11,946	\$	8,795	\$	9,621	\$	(1,688)	\$	(2,325)
Nonqualified defined benefit pension plans <sup>(4)</sup>		4,440		5,018		—		—		(4,440)		(5,018)
Nonpension postretirement benefit plans		507		586		14		23		(493)		(564)
Total underfunded non-U.S. plans	\$	15,429	\$	17,550	\$	8,809	\$	9,643	\$	(6,620)	\$	(7,907)
Total overfunded plans	\$	26,509	\$	36,369	\$	34,001	\$	43,875	\$	7,492	\$	7,506
Total underfunded plans	\$	18,964	\$	21,165	\$	8,815	\$	9,653	\$	(10,149)	\$	(11,512)

(1) Funded status is recognized in the Consolidated Balance Sheet as follows: Asset amounts as prepaid pension assets; (Liability) amounts as compensation and benefits (current liability) and retirement and nonpension postretirement benefit obligations (noncurrent liability).

(2) Year-to-year reduction in Benefit Obligations and Fair Value of Plan Assets includes the transfer of approximately \$ 6 billion of pension benefit obligations and assets to Prudential Insurance Company of America. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

(3) Excess PPP and Retention Plan.

(4) Non-U.S. qualified plans represent plans funded outside of the U.S. Non-U.S. nonqualified plans are unfunded.

(5) Year-to-year reduction in Benefit Obligations and Fair Value of Plan Assets includes the transfer of \$ 1.2 billion of pension benefit obligations and assets to RBC Life Insurance Company and Brookfield Annuity Company. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

At December 31, 2024, the company's qualified defined benefit pension plans worldwide were 116 percent funded compared to the benefit obligations, with the Qualified PPP 136 percent funded.

**Defined Benefit Pension and Nonpension Postretirement Benefit Plan Financial Information**

The following tables through page 113 represent financial information for the company's retirement-related benefit plans, excluding defined contribution plans. The defined benefit pension plans under U.S. Plans consist of the Qualified PPP, the Excess PPP and the Retention Plan. The defined benefit pension plans and the nonpension postretirement benefit plans under non-U.S. Plans consist of all plans sponsored by the company's subsidiaries. The nonpension postretirement benefit plan under U.S. Plan consists of only the U.S. Nonpension Postretirement Benefit Plan.

The following tables present the components of net periodic (income)/cost of the retirement-related benefit plans recognized in the Consolidated Income Statement, excluding defined contribution plans.

(\$ in millions)

	Defined Benefit Pension Plans					
	U.S. Plans			Non-U.S. Plans		
	2024	2023	2022	2024	2023	2022
<b>For the year ended December 31:</b>						
Service cost <sup>(1)</sup>	\$ 394	\$ —	\$ —	\$ 170	\$ 177	\$ 237
Interest cost <sup>(2)</sup>	911	1,090	1,129	1,077	1,170	493
Expected return on plan assets <sup>(2)</sup>	(1,253)	(1,529)	(1,729)	(1,546)	(1,440)	(1,016)
Amortization of prior service costs/(credits) <sup>(2)</sup>	—	0	8	22	20	14
Recognized actuarial losses <sup>(2)</sup>	452	109	527	516	400	1,031
Curtailments and settlements <sup>(2) (3)</sup>	2,761	—	5,923	398	7	47
Multi-employer plans	—	—	—	13	13	15
Other costs/(credits) <sup>(2)</sup>	—	—	—	3	13	15
<b>Total net periodic (income)/cost <sup>(3)</sup></b>	<b>\$ 3,265</b>	<b>\$ (329)</b>	<b>\$ 5,857</b>	<b>\$ 652</b>	<b>\$ 359</b>	<b>\$ 836</b>

(\$ in millions)

	Nonpension Postretirement Benefit Plans					
	U.S. Plan			Non-U.S. Plans		
	2024	2023	2022	2024	2023	2022
<b>For the year ended December 31:</b>						
Service cost	\$ 2	\$ 4	\$ 5	\$ 2	\$ 2	\$ 3
Interest cost <sup>(2)</sup>	106	117	85	41	39	24
Expected return on plan assets <sup>(2)</sup>	—	—	—	(1)	(2)	(2)
Amortization of prior service costs/(credits) <sup>(2)</sup>	(29)	(29)	(10)	0	0	0
Recognized actuarial losses <sup>(2)</sup>	—	—	5	(1)	(1)	4
Curtailments and settlements <sup>(2)</sup>	—	—	—	0	(2)	0
Other costs/(credits) <sup>(2)</sup>	—	—	—	0	0	0
<b>Total net periodic cost</b>	<b>\$ 79</b>	<b>\$ 92</b>	<b>\$ 85</b>	<b>\$ 41</b>	<b>\$ 36</b>	<b>\$ 30</b>

(1) Increase in U.S. Plans Service Cost in 2024 is due to the RBA that was effective January 1, 2024. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

(2) These components of net periodic pension costs are included in other (income) and expense in the Consolidated Income Statement.

(3) In 2024, U.S. and Non-U.S. Plans include the impact of pension settlement charges of \$ 2.7 billion and \$ 0.4 billion, respectively. In 2022, U.S. Plans includes the impact of a pension settlement charge of \$ 5.9 billion. Refer to the section below entitled "IBM Retirement Plan Changes," for additional information.

[IBM Retirement Plan Changes](#)

In September 2022, the Qualified PPP irrevocably transferred to The Prudential Insurance Company of America and Metropolitan Life Insurance Company approximately \$16 billion of the Qualified PPP's defined benefit pension obligations and related plan assets, thereby reducing the company's pension obligations and assets by the same amount.

Upon issuance of the group annuity contracts, the Qualified PPP's benefit obligations and administration for approximately 100,000 of the company's retirees and beneficiaries were transferred to The Prudential Insurance Company of America and Metropolitan Life Insurance Company. Under the group annuity contracts, The Prudential Insurance Company of America and Metropolitan Life Insurance Company have made an irrevocable commitment, and are solely responsible, to pay 50 percent of the pension benefits of the company's retirees and beneficiaries due on and after January 1, 2023. The transaction resulted in no changes to the amount of benefits payable to the company's retirees and beneficiaries. The company recognized a one-time, non-cash, pre-tax pension settlement charge of \$5.9 billion (\$4.4 billion net of tax) in the third quarter of 2022 primarily related to the accelerated recognition of actuarial losses included within AOCI in the Consolidated Statement of Equity.

In September 2022, the company amended its U.S. Nonpension Postretirement Plan to transition coverage for Medicare-eligible participants to a new IBM-sponsored group Medicare Advantage program administered by UnitedHealthcare, as of January 1, 2023. The changes were intended to provide an enhanced member experience, better value and more comprehensive benefits to IBM participants. This change resulted in a decrease in nonpension postretirement benefit obligations and a corresponding decrease in AOCI in 2022.

Effective January 1, 2024, IBM changed how it provides certain retirement-related benefits in the U.S. IBM is providing a new benefit to most U.S. employees under its existing Qualified PPP called the Retirement Benefit Account (RBA). This is in place of any IBM contributions to the U.S. employees' 401(k) Plus accounts. IBM U.S. regular full-time and part-time employees with at least one year of service will participate in the RBA. Each eligible employee's RBA will be credited monthly with an amount equal to five percent of their eligible pay with no employee contribution required. Under the RBA, eligible employees will earn six percent interest through 2026 and starting in 2027, will earn interest equal to the 10-year U.S. Treasury Yield, subject to a three percent minimum per year through 2033. Eligible employees also received a salary increase effective January 1, 2024 for the difference between the IBM 401(k) Plus contribution percent they were previously entitled to receive and the five percent RBA pay credit. Since the RBA is a component of the Qualified PPP, it is funded by the trust for the Qualified PPP along with all other benefits in the Qualified PPP. At December 31, 2024, the Qualified PPP was 136 percent funded with assets exceeding liabilities by \$4.7 billion.

As a result of this change, inactive pension plan participants no longer represent substantially all of the participants in the Qualified PPP. As required by U.S. GAAP, as of January 1, 2024, the amortization period of unrecognized actuarial losses changed from the average remaining life expectancy of inactive plan participants to the average remaining service period of active plan participants. Amortization expense for the year ended December 31, 2024 was approximately \$0.5 billion, primarily driven by the change in amortization period. There was no impact to funded status, retiree benefit payments or funding requirements of the Qualified PPP due to the change in amortization period.

In September 2024, the Qualified PPP irrevocably transferred to The Prudential Insurance Company of America approximately \$6 billion of the Qualified PPP's defined benefit pension obligations and related plan assets, thereby reducing the company's pension obligations and assets by the same amount. After the transaction, the Qualified PPP remained in an overfunded position.

Upon issuance of the group annuity contract, the Qualified PPP's benefit obligations and administration for approximately 32,000 of the company's Plan participants and beneficiaries were transferred to The Prudential Insurance Company of America. Under the group annuity contract, The Prudential Insurance Company of America has made an irrevocable commitment, and will be solely responsible, to pay the benefits payable to the participants and beneficiaries. The transaction resulted in no changes to the amount of benefits payable to the Plan participants and beneficiaries. The company recognized a one-time, non-cash, pre-tax pension settlement charge of \$2.7 billion (\$2.0 billion net of tax) in the third quarter of 2024 primarily related to the accelerated recognition of actuarial losses included within AOCI in the Consolidated Statement of Equity. As a result of this transaction, the company was required to remeasure the benefit obligation and plan assets of the Qualified PPP. The remeasurement reflected the use of the discount rate and actual return on plan assets as of August 31, 2024, applying the practical expedient to remeasure plan assets and obligations as of the nearest calendar month-end date.

In October 2024, IBM Canada Ltd. ("IBM") purchased two separate nonparticipating single premium group annuity contracts from RBC Life Insurance Company and Brookfield Annuity Company that transferred approximately \$1.2 billion of the IBMC IBM Retirement Plan defined benefit pension obligations to them for approximately 6,000 Plan participants and beneficiaries. It was funded directly by the assets of the IBMC IBM Retirement Plan and required no cash contribution from IBM. There were no changes to the amount of benefits payable to the Plan participants and beneficiaries. As a result of the transaction, the company recognized a one time, non-cash, pre-tax, pension settlement charge of \$0.4 billion in the fourth quarter of 2024.

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The pension transfers described above have reduced the risk profile of the company's worldwide retirement-related plans by eliminating the potential for the company to make future cash contributions to fund these portions of pension obligations while at the same time increasing the funded status of the respective plans.

The following table presents the changes in benefit obligations and plan assets of the company's retirement-related benefit plans, excluding DC plans.

(\$ in millions)

	Defined Benefit Pension Plans				Nonpension Postretirement Benefit Plans			
	U.S. Plans		Non-U.S. Plans		U.S. Plan		Non-U.S. Plans	
	2024	2023	2024	2023	2024	2023	2024	2023
<b>Change in benefit obligation</b>								
Benefit obligation at January 1	\$ 21,235	\$ 21,493	\$ 33,479	\$ 31,261	\$ 2,233	\$ 2,369	\$ 586	\$ 531
Service cost <sup>(1)</sup>	394	—	170	177	2	4	2	2
Interest cost	911	1,090	1,077	1,170	106	117	41	39
Plan participants' contributions	—	—	17	17	33	38	—	—
Acquisitions/divestitures, net	—	—	7	(20 )	—	—	—	—
Actuarial losses/(gains)	(589 )	486	(1,076 )	2,077	116	(19 )	0	35
Benefits paid from trust	(1,432 )	(1,424 )	(1,635 )	(1,629 )	(233 )	(274 )	(4 )	(7 )
Direct benefit payments	(122 )	(122 )	(422 )	(396 )	(2 )	(3 )	(32 )	(31 )
Foreign exchange impact	—	—	(1,850 )	1,021	—	—	(85 )	22
Amendments/curtailments/settlements/other <sup>(2)</sup>	(6,178 )	(288 )	(1,277 )	(198 )	—	—	(1 )	(4 )
<b>Benefit obligation at December 31</b>	<b>\$ 14,219</b>	<b>\$ 21,235</b>	<b>\$ 28,490</b>	<b>\$ 33,479</b>	<b>\$ 2,257</b>	<b>\$ 2,233</b>	<b>\$ 507</b>	<b>\$ 586</b>
<b>Change in plan assets</b>								
Fair value of plan assets at January 1	\$ 24,437	\$ 25,094	\$ 29,059	\$ 28,371	\$ 10	\$ 10	\$ 23	\$ 29
Actual return on plan assets	764	1,055	499	1,391	—	—	1	3
Employer contributions	—	—	67	57	194	233	—	—
Acquisitions/divestitures, net	—	—	4	(24 )	—	—	—	—
Plan participants' contributions	—	—	17	17	33	38	—	—
Benefits paid from trust	(1,432 )	(1,424 )	(1,635 )	(1,629 )	(233 )	(274 )	(4 )	(7 )
Foreign exchange impact	—	—	(1,530 )	1,058	—	—	(5 )	3
Amendments/curtailments/settlements/other <sup>(2)</sup>	(6,178 )	(288 )	(1,277 )	(181 )	2	2	0	(6 )
<b>Fair value of plan assets at December 31</b>	<b>\$ 17,591</b>	<b>\$ 24,437</b>	<b>\$ 25,205</b>	<b>\$ 29,059</b>	<b>\$ 6</b>	<b>\$ 10</b>	<b>\$ 14</b>	<b>\$ 23</b>
<b>Funded status at December 31</b>	<b>\$ 3,373</b>	<b>\$ 3,202</b>	<b>\$ (3,286 )</b>	<b>\$ (4,420 )</b>	<b>\$ (2,251 )</b>	<b>\$ (2,224 )</b>	<b>\$ (493 )</b>	<b>\$ (564 )</b>
Accumulated benefit obligation <sup>(3)</sup>	\$ 14,219	\$ 21,235	\$ 28,187	\$ 33,128	N/A	N/A	N/A	N/A

(1) Increase in U.S. Plans Service Cost in 2024 is due to the RBA that was effective January 1, 2024. Refer to the section above entitled "IBM Retirement Plan Changes," for additional information.

(2) In 2024, the amount related to U.S. Defined Benefit Pension Plans primarily represents the transfer of Qualified PPP pension obligations and related plan assets to The Prudential Insurance Company of America pursuant to a group annuity contract and the amount related to Non-U.S. Defined Benefit Pension Plans primarily represents the transfer of IBMC IBM Retirement Plan pension obligations and related plan assets to RBC Life Insurance Company and Brookfield Annuity Company pursuant to group annuity contracts.

(3) Represents the benefit obligation assuming no future participant compensation increases.

N/A—Not applicable

**Notes to the Consolidated Financial Statements**

International Business Machines Corporation and Subsidiary Companies

The following table presents the net funded status recognized in the Consolidated Balance Sheet.

(\$ in millions)

	Defined Benefit Pension Plans				Nonpension Postretirement Benefit Plans			
	U.S. Plans		Non-U.S. Plans		U.S. Plan		Non-U.S. Plans	
	2024	2023	2024	2023	2024	2023	2024	2023
<b>At December 31:</b>								
Prepaid pension assets	\$ 4,651	\$ 4,584	\$ 2,842	\$ 2,923	\$ 0	\$ 0	\$ 0	\$ 0
Current liabilities—compensation and benefits	(117)	(119)	(362)	(366)	(218)	(202)	(20)	(17)
Noncurrent liabilities—retirement and nonpension postretirement benefit obligations	(1,160)	(1,262)	(5,766)	(6,977)	(2,033)	(2,022)	(473)	(547)
<b>Funded status—net</b>	<b>\$ 3,373</b>	<b>\$ 3,202</b>	<b>\$ (3,286)</b>	<b>\$ (4,420)</b>	<b>\$ (2,251)</b>	<b>\$ (2,224)</b>	<b>\$ (493)</b>	<b>\$ (564)</b>

The following table presents the pre-tax net loss, prior service costs/(credits) and transition (assets)/liabilities recognized in OCI and the changes in the pre-tax net loss, prior service costs/(credits) and transition (assets)/liabilities recognized in AOCI for the retirement-related benefit plans.

(\$ in millions)

	Defined Benefit Pension Plans				Nonpension Postretirement Benefit Plans			
	U.S. Plans		Non-U.S. Plans		U.S. Plan		Non-U.S. Plans	
	2024	2023	2024	2023	2024	2023	2024	2023
Net loss at January 1	\$ 9,467	\$ 8,617	\$ 12,937	\$ 11,219	\$ 73	\$ 94	\$ 123	\$ 86
Current period loss/(gain)	(101)	959	(73)	2,125	115	(20)	0	34
Curtailments and settlements <sup>(1)</sup>	(2,761)	—	(398)	(7)	—	—	0	2
Amortization of net loss included in net periodic (income)/cost <sup>(2)</sup>	(452)	(109)	(516)	(400)	—	—	1	1
<b>Net loss at December 31</b>	<b>\$ 6,153</b>	<b>\$ 9,467</b>	<b>\$ 11,950</b>	<b>\$ 12,937</b>	<b>\$ 188</b>	<b>\$ 73</b>	<b>\$ 125</b>	<b>\$ 123</b>
Prior service costs/(credits) at January 1	\$ 0	\$ 0	\$ 309	\$ 330	\$ (350)	\$ (379)	\$ (1)	\$ 0
Current period prior service costs/(credits)	—	—	56	(1)	—	—	0	(1)
Curtailments, settlements and other	—	—	—	—	—	—	—	—
Amortization of prior service (costs)/credits included in net periodic (income)/cost	0	0	(22)	(20)	29	29	0	0
<b>Prior service costs/(credits) at December 31</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 342</b>	<b>\$ 309</b>	<b>\$ (321)</b>	<b>\$ (350)</b>	<b>\$ (1)</b>	<b>\$ (1)</b>
Transition (assets)/liabilities at January 1	\$ —	\$ —	\$ 0	\$ 0	\$ —	\$ —	\$ 0	\$ 0
<b>Transition (assets)/liabilities at December 31</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 0</b>	<b>\$ 0</b>
Total loss recognized in accumulated other comprehensive income/(loss) <sup>(3)</sup>	\$ 6,153	\$ 9,467	\$ 12,293	\$ 13,245	\$ (133)	\$ (276)	\$ 124	\$ 122

(1) In 2024, the amount related to U.S. Defined Benefit Pension Plans includes the impact of a pension settlement charge of \$ 2.7 billion, and the amount related to Non-U.S. Defined Benefit Pension Plans includes the impact of a pension settlement charge of \$ 0.4 billion. Refer to the section above entitled "IBM Retirement Plan Changes," for additional information.

(2) Increase in U.S. Plans Amortization of net loss included in net periodic (income)/cost in 2024 is due to the RBA that was effective January 1, 2024. Refer to the section above entitled "IBM Retirement Plan Changes," for additional information.

(3) Refer to note R, "Equity Activity," for the total change in AOCI, and the Consolidated Statement of Comprehensive Income for the components of net periodic (income)/cost, including the related tax effects, recognized in OCI for the retirement-related benefit plans.

## Assumptions Used to Determine Plan Financial Information

Underlying both the measurement of benefit obligations and net periodic (income)/cost are actuarial valuations. These valuations use participant-specific information such as salary, age and years of service, as well as certain assumptions, the most significant of which include estimates of discount rates, expected return on plan assets, rate of compensation increases, interest crediting rates and mortality rates. The company evaluates these assumptions, at a minimum, annually, and makes changes as necessary.

The following tables present the assumptions used to measure the net periodic (income)/cost and the year-end benefit obligations for retirement-related benefit plans.

	Defined Benefit Pension Plans					
	U.S. Plans			Non-U.S. Plans		
	2024	2023	2022	2024	2023	2022
<b>Weighted-average assumptions used to measure net periodic (income)/cost for the year ended December 31</b>						
Discount rate <sup>(1) (2) (3)</sup>	5.00 %	5.30 %	3.30 %	3.37 %	3.80 %	1.26 %
Expected long-term returns on plan assets <sup>(1) (2) (3)</sup>	5.08 %	5.50 %	4.33 %	4.89 %	4.44 %	2.97 %
Rate of compensation increase <sup>(4)</sup>	5.00 %	N/A	N/A	4.18 %	4.00 %	3.02 %
Interest crediting rate <sup>(1) (3)</sup>	3.80 %	4.40 %	2.07 %	0.28 %	0.34 %	0.26 %
<b>Weighted-average assumptions used to measure benefit obligations at December 31</b>						
Discount rate	5.50 %	5.00 %	5.30 %	3.61 %	3.36 %	3.80 %
Rate of compensation increase	4.00 %	5.00 %	N/A	4.04 %	4.18 %	4.00 %
Interest crediting rate	4.30 %	3.80 %	4.40 %	0.32 %	0.28 %	0.34 %

(1) The Qualified PPP discount rate, expected long-term return on plan assets and interest crediting rate of 5.00 percent, 5.00 percent, and 3.80 percent, respectively, for the period January 1, 2024 through August 31, 2024, changed to 5.00 percent, 5.25 percent and 3.80 percent, respectively, for the period September 1, 2024 through December 31, 2024 due to remeasurement of the plan as a result of the changes described in the section above entitled "IBM Retirement Plan Changes."

(2) The Non-U.S. Plan discount rate and expected long-term return on plan assets of 4.60 percent, and 5.50 percent, respectively, for the period January 1, 2024 through October 29, 2024, changed to 4.70 percent and 4.50 percent respectively, for the period October 30, 2024 through December 31, 2024 due to remeasurement of the IBM IBM Retirement Plan as a result of the changes described in the section above entitled "IBM Retirement Plan Changes."

(3) The Qualified PPP discount rate, expected long-term return on plan assets and interest crediting rate of 2.60 percent, 4.00 percent and 1.10 percent, respectively, for the period January 1, 2022 through August 31, 2022, changed to 4.70 percent, 5.00 percent and 4.00 percent, respectively, for the period September 1, 2022 through December 31, 2022 due to remeasurement of the plan as a result of the changes described in the section above entitled "IBM Retirement Plan Changes."

(4) The rate of compensation increase in 2024 is due to the RBA that was effective January 1, 2024. Refer to the section above entitled "IBM Retirement Plan Changes," for additional information.

N/A—Not applicable

	Nonpension Postretirement Benefit Plans					
	U.S. Plan			Non-U.S. Plans		
	2024	2023	2022	2024	2023	2022
<b>Weighted-average assumptions used to measure net periodic cost for the year ended December 31</b>						
Discount rate <sup>(1)</sup>	5.00 %	5.30 %	3.05 %	7.66 %	7.25 %	5.35 %
Expected long-term returns on plan assets	N/A	N/A	N/A	8.12 %	8.05 %	6.64 %
Interest crediting rate <sup>(1)</sup>	3.80 %	4.40 %	2.16 %	N/A	N/A	N/A
<b>Weighted-average assumptions used to measure benefit obligations at December 31</b>						
Discount rate	5.30 %	5.00 %	5.30 %	8.21 %	7.66 %	7.25 %
Interest crediting rate	4.30 %	3.80 %	4.40 %	N/A	N/A	N/A

(1) The U.S. Nonpension Postretirement Plan discount rate and interest crediting rate of 2.30 percent and 1.10 percent, respectively, for the period January 1, 2022 through July 31, 2022, changed to 4.10 percent and 3.65 percent, respectively, for the period August 1, 2022 through December 31, 2022 due to remeasurement of the plan as a result of the changes described in the section above entitled "IBM Retirement Plan Changes."

N/A—Not applicable

Item	Description of Assumptions
<b>Discount Rate</b>	<p>Changes in discount rate assumptions impact net periodic (income)/cost and the PBO.</p> <p>For the U.S. and certain non-U.S. countries, a portfolio of high-quality corporate bonds is used to construct a yield curve. Cash flows from the company's expected benefit obligation payments are matched to the yield curve to derive the discount rates.</p> <p>In other non-U.S. countries where the markets for high-quality long-term bonds are not as well developed, a portfolio of long-term government bonds is used as a base, and a credit spread is added to simulate corporate bond yields at these maturities in the jurisdiction of each plan. This is the benchmark for developing the respective discount rates.</p>
<b>Expected Long-Term Returns on Plan Assets</b>	<p>Represents the expected long-term returns on plan assets based on the calculated market-related value of plan assets and considers long-term expectations for future returns and the investment policies and strategies discussed on page 116. These rates of return are developed and tested for reasonableness against historical returns by the company.</p> <p>The use of expected returns may result in pension income that is greater or less than the actual return of those plan assets in a given year. Over time, however, the expected long-term returns are designed to approximate the actual long-term returns, and therefore result in a pattern of income or loss recognition that more closely matches the pattern of the services provided by the employees.</p> <p>The difference between actual and expected returns is recognized as a component of net loss or gain in AOCI, which is amortized as a component of net periodic (income)/cost over the service lives or life expectancy of the plan participants, depending on the plan, provided such amounts exceed certain thresholds provided by accounting standards. The market-related value of plan assets recognizes changes in the fair value of plan assets systematically over a five-year period in the expected return on plan assets line in net periodic (income)/cost.</p> <p>The projected long-term rate of return on plan assets for 2025 is 5.50 percent for U.S. and 4.86 percent for non-U.S. DB Plans.</p>
<b>Rate of Compensation Increases and Mortality Assumptions</b>	<p>Compensation rate increases are determined based on the company's long-term plans for such increases.</p> <p>Mortality assumptions are based on life expectancy and death rates for different types of participants and are periodically updated based on actual experience.</p>
<b>Interest Crediting Rate</b>	<p>Benefits for participants in Cash Balance Plans are calculated using a cash balance formula. An assumption underlying this formula is an interest crediting rate, which impacts both net periodic (income)/cost and the PBO. This provides the basis for projecting the expected interest rate that plan participants will earn on the benefits that they are expected to receive in the following year.</p>
<b>Healthcare Cost Trend Rate</b>	<p>For nonpension postretirement benefit plans, the company determines healthcare cost trend rates based on medical cost inflation expectations in each market and IBM's plan characteristics. The healthcare cost trend rate is an important consideration when setting future expectations for plan costs or benefit obligations, taking into account the terms of the plan which limit the company's future obligations to the participants.</p> <p>The company's U.S. healthcare cost trend rate assumption for 2025 is 6.47 percent and is expected to decrease to 4.50 percent over approximately 14 years.</p>

#### Plan Assets

Retirement-related benefit plan assets are recognized and measured at fair value. Because of the inherent uncertainty of valuations, these fair value measurements may not necessarily reflect the amounts the company could realize in current market transactions.

#### Investment Policies and Strategies

The investment objectives of the Qualified PPP portfolio are designed to generate returns that will enable the plan to meet its future obligations. The precise amount for which these obligations will be settled depends on future events, including the retirement dates and life expectancy of the plan participants. The obligations are estimated using actuarial assumptions, based on the current economic environment and other pertinent factors described above. The Qualified PPP portfolio's investment strategy balances the requirement to generate returns, using assets with higher expected returns such as equity securities, with the need to control risk in the portfolio with less volatile assets, such as fixed-income securities. Risks include, among others, inflation, volatility in equity values and changes in interest rates that could cause the plan to become underfunded, thereby increasing its dependence on contributions from the company. To mitigate any potential concentration risk, careful consideration is given to balancing the portfolio among industry sectors, companies and geographies, taking into account interest rate sensitivity, dependence on economic growth, currency and other factors that affect investment returns. In 2024, the company changed its investment, strategy, modifying asset allocation, primarily by increasing return-seeking assets and reducing debt securities. The change was designed to improve expected returns for the plan given that the plan began accruing new liabilities in the form of Retirement Benefit Accounts. The Qualified PPP portfolio's target allocation is 11 percent equity securities, 70 percent fixed-income securities, 3 percent real estate and 16 percent other investments.

The assets are managed by professional investment firms and investment professionals who are employees of the company. They are bound by investment mandates determined by the company's management and are measured against specific benchmarks. Among these managers, consideration is given, but not limited to, balancing security concentration, issuer concentration, investment style and reliance on particular active and passive investment strategies.

Market liquidity risks are tightly controlled, with \$ 1,465 million of the Qualified PPP portfolio as of December 31, 2024 invested in private market assets consisting of private equities, private real estate investments and private infrastructure equity, which are less liquid than publicly traded securities and primarily measured at net asset value (NAV). In addition, the Qualified PPP portfolio had \$ 843 million in commitments for future investments in private markets to be made over a number of years. These commitments are expected to be funded from plan assets.

Derivatives are used as an effective means to achieve investment objectives and/or as a component of the plan's risk management strategy. The primary reasons for the use of derivatives are fixed income management, including duration, interest rate management and credit exposure, cash equitization and to manage currency strategies.

The non-U.S. Plans investment objectives are similar to those described previously, subject to local regulations. The weighted-average target allocation for the non-U.S. plans is 16 percent equity securities, 63 percent fixed-income securities, 3 percent real estate, 13 percent insurance contracts and 5 percent other investments, which is consistent with the allocation decisions made by the company's management. In some countries, a higher percentage allocation to fixed income is required to manage solvency and funding risks. In others, the responsibility for managing the investments typically lies with a board that may include up to 50 percent of members elected by employees and retirees. This can result in slight differences compared with the strategies previously described. The percentage of non-U.S. plans investment in assets that are less liquid is consistent with the U.S. plan. The use of derivatives is also consistent with the U.S. plan and mainly for currency hedging, interest rate risk management, credit exposure and alternative investment strategies.

The company's nonpension postretirement benefit plans are underfunded or unfunded. For some plans, the company maintains a nominal, highly liquid trust fund balance to ensure timely benefit payments.

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**Notes to the Consolidated Financial Statements**

International Business Machines Corporation and Subsidiary Companies

**Defined Benefit Pension Plan Assets**

The following table presents the company's defined benefit pension plans' asset classes and their associated fair value at December 31, 2024. The U.S. Plan consists of the Qualified PPP and the non-U.S. Plans consist of all plans sponsored by the company's subsidiaries.

(\$ in millions)

	U.S. Plan				Non-U.S. Plans			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Equity								
Equity securities <sup>(1)</sup>	\$ 655	\$ —	\$ 7	\$ 661	\$ 67	\$ 1	\$ —	\$ 68
Equity mutual funds <sup>(2)</sup>	183	—	—	183	—	—	—	—
Fixed income								
Government and related <sup>(3)</sup>	—	7,010	—	7,010	110	6,807	—	6,917
Corporate bonds <sup>(4)</sup>	—	3,663	186	3,849	7	2,550	—	2,557
Mortgage and asset-backed securities	—	141	—	141	—	4	—	4
Fixed income mutual funds <sup>(5)</sup>	240	—	—	240	—	—	—	—
Insurance contracts <sup>(6)</sup>	—	—	—	—	—	3,332	—	3,332
Cash and short-term investments <sup>(7)</sup>	670	( 24 )	—	646	170	277	—	447
Private equity	—	—	—	—	—	—	—	—
Real estate	—	—	—	—	—	—	3	3
Derivatives <sup>(8)</sup>	—	8	—	8	39	58	—	97
Other mutual funds <sup>(9)</sup>	—	—	—	—	20	—	—	20
Subtotal	1,747	10,799	193	12,739	413	13,029	3	13,444
Investments measured at net asset value using the NAV practical expedient <sup>(10)</sup>	—	—	—	4,852	—	—	—	11,807
Other <sup>(11)</sup>	—	—	—	0	—	—	—	( 47 )
<b>Fair value of plan assets</b>	<b>\$ 1,747</b>	<b>\$ 10,799</b>	<b>\$ 193</b>	<b>\$ 17,591</b>	<b>\$ 413</b>	<b>\$ 13,029</b>	<b>\$ 3</b>	<b>\$ 25,205</b>

(1) Represents U.S. and international securities. The U.S. Plan includes IBM common stock of \$ 1 million. Non-U.S. Plans include IBM common stock of \$ 1 million.

(2) Invests in predominantly equity securities.

(3) Includes debt issued by national, state and local governments and agencies.

(4) The U.S. Plans include IBM corporate bonds of \$ 4 million. Non-U.S. Plans include IBM corporate bonds of \$ 4 million.

(5) Invests predominantly in fixed-income securities.

(6) Primarily represents insurance policy contracts (Buy-In) in certain non-U.S. plans.

(7) Includes cash, cash equivalents and short-term marketable securities.

(8) Includes interest-rate derivatives, forwards, exchange-traded and other over-the-counter derivatives.

(9) Invests in both equity and fixed-income securities.

(10) Investments measured at fair value using the net asset value (NAV) per share (or its equivalent) as a practical expedient, including commingled funds, hedge funds, private equity and real estate partnerships.

(11) Represents net unsettled transactions, relating primarily to purchases and sales of plan assets.

The U.S. nonpension postretirement benefit plan assets of \$ 6 million were invested primarily in cash equivalents, categorized as Level 1 in the fair value hierarchy. The non-U.S. nonpension postretirement benefit plan assets of \$ 14 million, primarily in Brazil, and, to a lesser extent, in Mexico and South Africa, were invested primarily in government and related fixed-income securities and corporate bonds, categorized as Level 2 in the fair value hierarchy.

The following table presents the company's defined benefit pension plans' asset classes and their associated fair value at December 31, 2023. The U.S. Plan consists of the Qualified PPP and the non-U.S. Plans consist of all plans sponsored by the company's subsidiaries.

(\$ in millions)

	U.S. Plan				Non-U.S. Plans			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Equity</b>								
Equity securities <sup>(1)</sup>	\$ 631	\$ —	\$ —	\$ 631	\$ 243	\$ —	\$ —	\$ 243
Equity mutual funds <sup>(2)</sup>	155	—	—	155	5	—	—	5
<b>Fixed income</b>								
Government and related <sup>(3)</sup>	—	9,861	—	9,861	—	7,700	—	7,700
Corporate bonds <sup>(4)</sup>	—	7,074	709	7,783	—	2,691	—	2,691
Mortgage and asset-backed securities	—	178	—	178	—	9	—	9
Fixed income mutual funds <sup>(5)</sup>	251	—	—	251	—	—	75	75
Insurance contracts <sup>(6)</sup>	—	—	—	—	—	3,774	—	3,774
Cash and short-term investments <sup>(7)</sup>	495	119	—	614	264	315	—	579
Private equity	—	—	13	13	—	—	—	—
Real estate	—	—	—	—	—	—	4	4
Derivatives <sup>(8)</sup>	—	—	—	—	51	258	—	309
Other mutual funds <sup>(9)</sup>	—	—	—	—	20	—	—	20
<b>Subtotal</b>	<b>1,532</b>	<b>17,231</b>	<b>722</b>	<b>19,485</b>	<b>584</b>	<b>14,747</b>	<b>78</b>	<b>15,409</b>
Investments measured at net asset value using the NAV practical expedient <sup>(10)</sup>	—	—	—	4,952	—	—	—	13,709
Other <sup>(11)</sup>	—	—	—	0	—	—	—	( 59 )
<b>Fair value of plan assets</b>	<b>\$ 1,532</b>	<b>\$ 17,231</b>	<b>\$ 722</b>	<b>\$ 24,437</b>	<b>\$ 584</b>	<b>\$ 14,747</b>	<b>\$ 78</b>	<b>\$ 29,059</b>

(1) Represents U.S. and international securities. The U.S. Plan includes IBM common stock of \$ 1 million. Non-U.S. Plans include IBM common stock of \$ 2 million.

(2) Invests in predominantly equity securities.

(3) Includes debt issued by national, state and local governments and agencies.

(4) The U.S. Plans include IBM corporate bonds of \$ 16 million. Non-U.S. Plans include IBM corporate bonds of \$ 5 million.

(5) Invests in predominantly fixed-income securities.

(6) Primarily represents insurance policy contracts (Buy-In) in certain non-U.S. plans.

(7) Includes cash, cash equivalents and short-term marketable securities.

(8) Includes interest-rate derivatives, forwards, exchange-traded and other over-the-counter derivatives.

(9) Invests in both equity and fixed-income securities.

(10) Investments measured at fair value using the net asset value (NAV) per share (or its equivalent) as a practical expedient, including commingled funds, hedge funds, private equity and real estate partnerships.

(11) Represents net unsettled transactions, relating primarily to purchases and sales of plan assets.

The U.S. nonpension postretirement benefit plan assets of \$ 10 million were invested in cash equivalents, categorized as Level 1 in the fair value hierarchy. The non-U.S. nonpension postretirement benefit plan assets of \$ 23 million, primarily in Brazil, and, to a lesser extent, in Mexico and South Africa, were invested primarily in government and related fixed-income securities and corporate bonds, categorized as Level 2 in the fair value hierarchy.

The following tables present the reconciliation of the beginning and ending balances of Level 3 assets for the years ended December 31, 2024 and 2023 for the U.S. Plan.

(\$ in millions)

	Equity Securities	Corporate Bonds	Private Equity	Total
Balance at January 1, 2024	\$ —	\$ 709	\$ 13	\$ 722
Return on assets held at end of year	( 2 )	4	—	2
Return on assets sold during the year	0	16	—	16
Purchases, sales and settlements, net	2	( 545 )	( 10 )	( 554 )
Transfers, net	7	1	( 2 )	6
<b>Balance at December 31, 2024</b>	<b>\$ 7</b>	<b>\$ 186</b>	<b>\$ —</b>	<b>\$ 193</b>

## Notes to the Consolidated Financial Statements

International Business Machines Corporation and Subsidiary Companies

(\$ in millions)

	Corporate Bonds	Private Equity	Total
Balance at January 1, 2023	\$ 721	\$ 421	\$ 1,142
Return on assets held at end of year	(18 )	(5 )	(23 )
Return on assets sold during the year	10	0	10
Purchases, sales and settlements, net	(5 )	(404 )	(409 )
Transfers, net	2	—	2
<b>Balance at December 31, 2023</b>	<b>\$ 709</b>	<b>\$ 13</b>	<b>\$ 722</b>

The following tables present the reconciliation of the beginning and ending balances of Level 3 assets for the years ended December 31, 2024 and 2023 for the non-U.S. Plans.

(\$ in millions)

	Fixed Income Mutual Funds	Real Estate	Total
Balance at January 1, 2024	\$ 75	\$ 4	\$ 78
Return on assets held at end of year	—	—	—
Return on assets sold during the year	5	—	5
Purchases, sales and settlements, net	(77 )	—	(77 )
Transfers, net	—	0	0
Foreign exchange impact	(3 )	(1 )	(4 )
<b>Balance at December 31, 2024</b>	<b>\$ —</b>	<b>\$ 3</b>	<b>\$ 3</b>

(\$ in millions)

	Fixed Income Mutual Funds	Real Estate	Total
Balance at January 1, 2023	\$ 9	\$ 145	\$ 155
Return on assets held at end of year	1	(66 )	(65 )
Return on assets sold during the year	—	56	56
Purchases, sales and settlements, net	63	(137 )	(74 )
Transfers, net	—	0	0
Foreign exchange impact	2	5	7
<b>Balance at December 31, 2023</b>	<b>\$ 75</b>	<b>\$ 4</b>	<b>\$ 78</b>

## Valuation Techniques

The following is a description of the valuation techniques used to measure plan assets at fair value. There were no changes in valuation techniques during 2024 and 2023.

Equity securities are valued at the closing price reported on the stock exchange on which the individual securities are traded. IBM common stock is valued at the closing price reported on the New York Stock Exchange. Mutual funds are typically valued based on quoted market prices. These assets are generally classified as Level 1.

The fair value of fixed-income securities is typically estimated using pricing models, quoted prices of securities with similar characteristics or discounted cash flows and are generally classified as Level 2. If available, they are valued using the closing price reported on the major market on which the individual securities are traded.

Cash includes money market accounts that are valued at their cost plus interest on a daily basis, which approximates fair value. Short-term investments represent securities with original maturities of one year or less. These assets are classified as Level 1 or Level 2.

Real estate valuations require significant judgment due to the absence of quoted market prices, the inherent lack of liquidity and the long-term nature of such assets. These assets are initially valued at cost and are reviewed periodically utilizing available and relevant market data, including appraisals, to determine if the carrying value of these assets should be adjusted. These assets are classified as Level 3.

Exchange-traded derivatives are valued at the closing price reported on the exchange on which the individual securities are traded, while forward contracts are valued using a mid-close price. Over-the-counter derivatives are typically valued using pricing models. The models require a variety of inputs, including, for example, yield curves, credit curves, measures of volatility and foreign exchange rates. These assets are classified as Level 1 or Level 2 depending on availability of quoted market prices.



Certain investments are measured at fair value using the net asset value (NAV) per share (or its equivalent) as a practical expedient. These investments, which include commingled funds, hedge funds, private equity and real estate partnerships, are typically valued using the NAV provided by the administrator of the fund and reviewed by the company. The NAV is based on the value of the underlying assets owned by the fund, minus liabilities and divided by the number of shares or units outstanding.

#### Contributions and Direct Benefit Payments

It is the company's general practice to fund amounts for pensions sufficient to meet the minimum requirements set forth in applicable employee benefits laws and local tax laws. From time to time, the company contributes additional amounts as it deems appropriate.

The following table presents the contributions made to the non-U.S. DB plans, nonpension postretirement benefit plans, multi-employer plans, DC plans and direct benefit payments for 2024 and 2023. The cash contributions to the multi-employer plans represent the annual cost included in the net periodic (income)/cost recognized in the Consolidated Income Statement. The company's participation in multi-employer plans has no material impact on the company's financial statements.

(\$ in millions)					
For the years ended December 31:					
	2024		2023		
Non-U.S. DB plans	\$	67	\$	57	
Nonpension postretirement benefit plans		194		233	
Multi-employer plans		13		13	
DC plans <sup>(1)</sup>		440		991	
Direct benefit payments		578		552	
<b>Total</b>	<b>\$</b>	<b>1,291</b>	<b>\$</b>	<b>1,847</b>	

(1) Decrease in DC plans is primarily due to the introduction of the RBA that was effective January 1, 2024. Refer to the section above entitled "IBM Retirement Plan Changes," for additional information.

In 2024 and 2023, \$ 194 million and \$ 256 million, respectively, of contributions to the non-U.S. DB plans and U.S. nonpension postretirement benefit plans were made in U.S. Treasury securities. Additionally, in 2024 and 2023, contributions of \$ 741 million and \$ 682 million, respectively, were made to the Active Medical Trust in U.S. Treasury securities. Contributions made with U.S. Treasury securities are considered a non-cash transaction.

#### Defined Benefit Pension Plans

In 2025, the company is not legally required to make any contributions to the U.S. defined benefit pension plans. However, depending on market conditions, or other factors, the company may elect to make discretionary contributions to the Qualified PPP during the year.

In 2025, the company estimates contributions to its non-U.S. defined benefit and multi-employer plans to be approximately \$ 100 million, the largest of which will be contributed to defined benefit pension plans in Japan and India. This amount generally represents legally mandated minimum contributions.

Financial market performance in 2025 could increase the legally mandated minimum contribution in certain countries which require monthly or daily remeasurement of the funded status. The company could also elect to contribute more than the legally mandated amount based on market conditions or other factors.

#### Expected Benefit Payments

##### Defined Benefit Pension Plan Expected Payments

The following table presents the total expected benefit payments to defined benefit pension plan participants subsequent to the retirement plan changes, as described in 'IBM Retirement Plan Changes' section above. These payments have been estimated based on the same assumptions used to measure the plans' PBO at December 31, 2024 and include benefits attributable to estimated future compensation increases, where applicable.

(\$ in millions)										
		Qualified U.S. Plan Payments		Nonqualified U.S. Plans Payments		Qualified Non-U.S. Plans Payments		Nonqualified Non-U.S. Plans Payments		Total Expected Benefit Payments
2025	\$	1,136	\$	121	\$	1,833	\$	248	\$	3,338
2026		1,178		119		1,760		224		3,282
2027		1,214		116		1,749		221		3,300
2028		1,202		114		1,710		217		3,243
2029		1,186		111		1,705		218		3,221
2030-2034		5,671		507		8,049		1,016		15,243

The 2025 expected benefit payments to defined benefit pension plan participants not covered by the respective plan assets (underfunded plans) represent a component of compensation and benefits, within current liabilities, in the Consolidated Balance Sheet.

#### Nonpension Postretirement Benefit Plan Expected Payments

The following table presents the total expected benefit payments to nonpension postretirement benefit plan participants. These payments have been estimated based on the same assumptions used to measure the plans' APBO at December 31, 2024.

(\$ in millions)

	U.S. Plan Payments	Qualified Non-U.S. Plans Payments	Nonqualified Non-U.S. Plans Payments	Total Expected Benefit Payments
2025	\$ 230	\$ 16	\$ 26	\$ 272
2026	237	17	27	280
2027	249	18	27	293
2028	253	18	27	299
2029	246	19	28	293
2030-2034	1,090	107	153	1,350

The 2025 expected benefit payments to nonpension postretirement benefit plan participants not covered by the respective plan assets represent a component of compensation and benefits, within current liabilities, in the Consolidated Balance Sheet.

#### Other Plan Information

The following table presents information for defined benefit pension plans with accumulated benefit obligations (ABO) in excess of plan assets. For a more detailed presentation of the funded status of the company's defined benefit pension plans, refer to the table on page 112.

(\$ in millions)

	2024		2023	
At December 31:	Benefit Obligation	Plan Assets	Benefit Obligation	Plan Assets
Plans with PBO in excess of plan assets	\$ 16,216	\$ 8,811	\$ 18,345	\$ 9,621
Plans with ABO in excess of plan assets	16,194	8,789	18,029	9,604
Plans with plan assets in excess of PBO	26,493	33,985	36,369	43,875

The following table presents information for the nonpension postretirement benefit plan with APBO in excess of plan assets. For a more detailed presentation of the funded status of the company's nonpension postretirement benefit plans, refer to the table on page 11

(\$ in millions)

	2024		2023	
At December 31:	Benefit Obligation	Plan Assets	Benefit Obligation	Plan Assets
Plans with APBO in excess of plan assets	\$ 2,764	\$ 20	\$ 2,820	\$ 32
Plans with plan assets in excess of APBO	—	—	—	—

#### NOTE V. SUBSEQUENT EVENTS

On January 28, 2025, the company announced that the Board of Directors approved a quarterly dividend of \$ 1.67 per common share. The dividend is payable March 10, 2025 to stockholders of record on February 10, 2025.

On February 10, 2025, the company issued \$ 3.6 billion of Euro fixed-rate notes in tranches with maturities ranging from 5 to 20 years and coupons ranging from 2.9 to 3.8 percent; and \$ 4.75 billion of U.S. dollar fixed-rate notes in tranches with maturities ranging from 3 to 30 years and coupons ranging from 4.65 to 5.7 percent.

## International Business Machines Corporation and Subsidiary Companies

The following graphs compare the one-, three- and five-year cumulative total returns for IBM common stock with the comparable cumulative returns of certain Standard & Poor's (S&P) indices. Due to the fact that IBM is a company included in the S&P 500 Stock Index, the SEC's rules require the use of that index for the required five-year graph. Under those rules, the second index used for comparison may be a published industry or line-of-business index. The S&P Information Technology Index is such an index. IBM is also included in this index.

The figure consists of three line charts, each representing a different time period for the COVID-19 epidemic curve. Each chart has a Y-axis representing the number of cases and an X-axis representing time.

- One-Year:** The Y-axis ranges from 80 to 160. The X-axis shows dates: 12/23, 3/24, 6/24, 9/24, and 12/24. The solid blue line (actual cases) starts at 100, peaks at approximately 118 in late 2023, dips to about 108 in early 2024, and then rises sharply to approximately 140 by 12/24. Dotted lines represent various model forecasts, generally showing an upward trend.
- Three-Year:** The Y-axis ranges from 0 to 250. The X-axis shows dates: 12/21, 12/22, 12/23, and 12/24. The solid blue line starts at 100, dips slightly to about 75 in early 2022, and then rises steadily to approximately 190 by 12/24. Dotted lines represent various model forecasts, generally showing an upward trend.
- Five-Year:** The Y-axis ranges from 0 to 350. The X-axis shows dates: 12/19, 12/20, 12/21, 12/22, 12/23, and 12/24. The solid blue line starts at 100, remains relatively flat until late 2021, and then rises sharply to approximately 220 by 12/24. Dotted lines represent various model forecasts, generally showing an upward trend.

(U.S. Dollar)		12/2023	3/2024	6/2024	9/2024	12/2024
—	International Business Machines	\$ 100.00	\$ 117.81	\$ 107.77	\$ 138.96	\$ 139.27
••••	S & P 500	\$ 100.00	\$ 110.56	\$ 115.29	\$ 122.08	\$ 125.02
- - - -	S & P Information Technology	\$ 100.00	\$ 112.69	\$ 128.24	\$ 130.31	\$ 136.61

U.S. Dollar)		2021	2022	2023	2024
—	International Business Machines	\$ 100.00	\$ 110.70	\$ 134.92	\$ 187.91
♦ ♦ ♦ ♦	S & P 500	\$ 100.00	\$ 81.89	\$ 103.42	\$ 129.29
- - - -	S & P Information Technology	\$ 100.00	\$ 71.81	\$ 113.34	\$ 154.83

(U.S. Dollar)		2019	2020	2021	2022	2023	2024
—	International Business Machines	\$ 100.00	\$ 99.04	\$ 115.88	\$ 128.29	\$ 156.35	\$ 217.76
••••	S & P 500	\$ 100.00	\$ 118.40	\$ 152.39	\$ 124.79	\$ 157.59	\$ 197.02
- - - -	S & P Information Technology	\$ 100.00	\$ 143.89	\$ 193.58	\$ 139.00	\$ 219.40	\$ 299.72

**Stockholder Information**

International Business Machines Corporation and Subsidiary Companies

**IBM Stockholder Services**

Stockholders with questions about their accounts should contact:

Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078, (888) IBM-6700.

Investors residing outside the United States, Canada and Puerto Rico should call (781) 575-2727.

Stockholders can also reach Computershare Trust Company, N.A. via e-mail at: [ibm@computershare.com](mailto:ibm@computershare.com)

Hearing-impaired stockholders with access to a telecommunications device (TDD) can communicate directly with Computershare Trust Company, N.A., by calling (800) 490-1493. Stockholders residing outside the United States, Canada and Puerto Rico should call (781) 575-2694.

**IBM on the Internet**

Topics featured in this Annual Report can be found online at [www.ibm.com](http://www.ibm.com). Financial results, news on IBM products, services and other activities can also be found at that website.

IBM files reports with the Securities and Exchange Commission (SEC), including the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any other filings required by the SEC.

IBM's website ([www.ibm.com/investor](http://www.ibm.com/investor)) contains a significant amount of information about IBM, including the company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. These materials are available free of charge on or through IBM's website.

The SEC maintains a website ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

**Computershare Investment Plan (CIP)**

The Computershare Investment Plan brochure outlines a number of services provided for IBM stockholders and potential IBM investors, including the reinvestment of dividends, direct purchase and the deposit of IBM stock certificates for safekeeping. The brochure is available at [www.computershare.com/ibmcip](http://www.computershare.com/ibmcip) or by calling (888) IBM-6700. Investors residing outside the United States, Canada and Puerto Rico should call (781) 575-2727.

Investors with other requests may write to: IBM Stockholder Relations, New Orchard Road, M/D 325, Armonk, New York 10504.

**IBM Stock**

IBM common stock is listed on the New York Stock Exchange and the NYSE Chicago under the symbol "IBM".

**Stockholder Communications**

Stockholders can get quarterly financial results and voting results from the Annual Meeting by calling (914) 499-7777, by sending an e-mail to [infoibm@us.ibm.com](mailto:infoibm@us.ibm.com), or by writing to IBM Stockholder Relations, New Orchard Road, M/D 325, Armonk, New York 10504.

**Annual Meeting**

The IBM Annual Meeting of Stockholders will be held on Tuesday, April 29, 2025, at 1 p.m. (ET).

**Literature for IBM Stockholders**

The literature mentioned below on IBM is available without charge from:

Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078, (888) IBM-6700.

Investors residing outside the United States, Canada and Puerto Rico should call (781) 575-2727.

The company's annual report on Form 10-K and the quarterly reports on Form 10-Q provide additional information on IBM's business. The 10-K report is released by the end of February; 10-Q reports are released by the end of April, July and October.

IBM believes that corporate responsibility drives long-term value not just in our business, but also for IBM stakeholders. Our 2023 Impact Report is available online at <https://www.ibm.com/impact>.

**General Information**

Stockholders of record can receive account information and answers to frequently asked questions regarding stockholder accounts online at [www.ibm.com/investor](http://www.ibm.com/investor). Stockholders of record can also consent to receive future IBM Annual Reports and Proxy Statements online through this site.

For answers to general questions about IBM from within the continental United States, call (800) IBM-4YOU. From outside the United States, Canada and Puerto Rico, call (914) 499-1900.

## INTERNATIONAL BUSINESS MACHINES CORPORATION

## Securities Trading Policy

As of December 30, 2024

**I. Purpose**

Federal and state securities laws make it illegal for anyone to trade in a company's securities while in possession of material nonpublic information relating to that company. These laws also prohibit anyone who is aware of material nonpublic information from disclosing this information to others who may trade. Companies may also be subject to liability if they fail to take reasonable steps to prevent insider trading by company personnel.

The purpose of this Securities Trading Policy (this "Policy") is to promote compliance with applicable securities laws and to provide the directors, officers (as such term is defined pursuant to Section 16 of the Securities Exchange Act of 1934), and employees of International Business Machines Corporation and its subsidiaries (collectively, "IBM" or the "Corporation") guidance with respect to transactions in IBM securities ("IBM Securities") and the securities of other public companies that you learn through the course of your employment or association with IBM.

Questions regarding this policy or any potential transaction should be directed to IBM's Corporate Secretary.

**II. Scope**

This Policy applies to all Insiders of IBM (as defined below) and any of their Related Persons (as defined below) wherever located. Your strict adherence to this policy will help safeguard IBM's reputation and will help ensure that IBM conducts its business in accordance with the highest ethical standards. You are responsible for understanding and complying with this Policy.

**III. Definitions/Explanations****A. Who is an "Insider?"**

Any person who possesses material nonpublic information is considered an "Insider" as to that information. Insiders include the Corporation's directors, officers, employees and those persons who may gain access to material nonpublic information of the Corporation or any other public company as a result of their relationship with IBM (e.g., its auditors, consultants, attorneys or other advisors). The definition of Insider is transaction specific; that is, an individual is an "Insider" with respect to each item of material nonpublic information of which he or she is aware.

**B. What is "material" Information?**

The materiality of information depends upon the circumstances. Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision or where the information is likely to affect the market price of the security. Material information can be favorable or unfavorable. The materiality of particular information is subject to reassessment on a regular basis. Courts and regulators often second-guess materiality determinations after-the-fact with the benefit of hindsight. As a result,

before engaging in any transaction, the Insider should carefully consider how regulators and others might view the transaction in hindsight. Some examples of material information include:

- Unpublished financial or operational results or projections, including earnings information;
- Pending or proposed mergers, acquisitions, dispositions or other transactions;
- Significant changes in corporate strategy, prospects or key performance indicators;
- Changes in senior management or other key employees;
- Changes in dividend or stock repurchase policies;
- Liquidity problems or impending bankruptcy;
- Pending or threatened significant litigation or governmental investigation, or the resolution of such matters; and
- Significant cybersecurity or data protection events, including but not limited to any breach of information systems that compromises the functioning of the Corporation's information or other systems or results in the exposure or loss of client information.

The above list is only illustrative, as it is not possible to define all categories of material information; many other types of information may be considered "material", depending on the circumstances. If an Insider is unsure whether particular nonpublic information is material, the Insider should presume that it is material and consult with the Corporate Secretary before disclosing such information or trading in any securities of the company to which such information relates.

#### C. What is "nonpublic" Information?

Information is "nonpublic" if it is not available to the general public. In order for information to be considered public, it must have been disclosed in a manner making it available to investors generally on a broad-based non-exclusionary basis (for example, the filing of a Form 8-K or issuance of a press release) and the investing public has had time to fully absorb the information. Circulating rumors, even if accurate, do not constitute information that is adequately available to the general public since the public does not know whether the rumor is accurate. If it is not clear whether material information has been sufficiently publicized, it should be treated as nonpublic information.

#### D. Who is a "Related Person?"

For purposes of this Policy, a "Related Person" includes:

- the spouse, domestic partner, minor children (even if financially independent) or anyone else living in an Insider's household;
- partnerships in which an Insider is a general partner;
- trusts of which an Insider is a trustee;
- estates of which an Insider is an executor;
- any entity or account over which the Insider has or shares the power, directly or indirectly, to make investment decisions (whether or not the Insider has a financial interest in the entity or account) and those entities or accounts established or maintained by the Insider with their consent or knowledge and in which the Insider has a direct or indirect financial interest; and
- any other legal entities controlled by an Insider.

Although an Insider's parents or siblings may not be considered a Related Person (unless living in the same household), parents, siblings or other relatives may be a "tippee" for securities laws purposes. "Tipping" material nonpublic information to others is also prohibited, and is discussed in Section IV.C.

E. What is "trading"?

The term "trade" or "trading" includes placing orders for purchases and sales of stock, convertible securities and other securities (e.g., bonds), increasing or decreasing investment in IBM Securities through a retirement account and exercising stock options for either cash or IBM Securities. In addition, gifts, charitable donations and other contributions of IBM Securities, and certain transactions under Corporation-sponsored plans such as those described in Section VI constitute a "trade" for purposes of, and are subject to, this Policy.

**IV. Restrictions**

A. Non-Disclosure of Material Nonpublic Information

Material nonpublic information must not be disclosed to anyone, except persons within the Corporation or third-party agents of the Corporation (such as investment banking advisors, auditors or outside legal counsel) whose positions require them to know it, until such information has been publicly released by the Corporation.

B. No Trading on Material, Nonpublic information

If an Insider has material nonpublic information relating to the Corporation, neither the Insider nor any of their Related Persons may trade or recommend that another person trade, in IBM Securities or engage in any other action to take advantage of, or pass on to others, that information.

In addition, no Insider or their Related Persons may trade or recommend that another person trade, in the securities of any other company with publicly-traded securities, including IBM clients, Business Partners or suppliers or other entities that IBM engages with, if the Insider or Related Person learns of material nonpublic information about the other company in the course of his/her employment or association with IBM, and no Insider may engage in other transactions to take advantage of, or pass on to others, that information.

C. No "tipping"

Insiders may be liable for communicating or "tipping" material nonpublic information to any third party (a "tippee"), regardless of whether the tippee is a Related Person, or for recommending that such party buy or sell the IBM Securities or other publicly-traded securities. Insider trading liability extends to the tippees who trade on material nonpublic information tipped to them and any individuals who trade on material nonpublic information which has been misappropriated. Penalties will apply even if the Insider does not make any profit off the tipped information.

D. Responsibility for Prohibited Trading by Related Persons in IBM Securities

Insiders are responsible for any trades placed by Related Persons and must make them aware of the need to confer with such Insider before they trade Corporation Securities. Insiders must treat any such trades as if the transactions were for their own accounts.

E. Prohibition on Speculation and Hedging

Investing in IBM Securities provides an opportunity to share in the long-term growth of the Corporation. However, trading in options or other derivatives is generally highly speculative, very risky and only generates short-term gains. For that reason, when a person trades in options in his or her employer's stock, it may arouse suspicion in the eyes of the SEC that the person was trading on the basis of material nonpublic information, particularly where the trading occurs before a company announcement or major event. It is difficult for an Insider to prove that he or she did not know about the announcement or event. As such, Insiders and their Related Persons may not engage in any derivative transactions (including transactions involving options, puts, calls, prepaid variable forward contracts, equity swaps, collars or other derivatives) that are designed to hedge or speculate on any change in the market value of IBM Securities, or from shorting IBM Securities. This Policy does not apply to stock options granted by the Corporation.

#### **F. Prohibition on Pledging**

Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when a person is aware of material nonpublic information or otherwise not permitted to trade in IBM Securities, the Corporation's directors and officers and their Related Persons are prohibited from holding IBM Securities in a margin account or otherwise pledging IBM Securities in any way including as collateral for a loan.

### **V. Trading Windows and Blackout Periods; Prior Clearance**

#### **A. Trading Windows and Blackout Periods**

In addition to being subject to all other limitations in this Policy, directors, officers, Executive Leadership Team members, Corporate Leadership Team members and those employees who have or may have access to material nonpublic information (collectively, the "Restricted Group") are prohibited from trading IBM Securities during the following blackout periods:

(i) *Quarterly Blackout Periods.* Trading in IBM Securities is prohibited from (1) market closing on the fifteenth calendar day of the last month of each fiscal quarter until (2) market open on the second full day of trading following the release of the Corporation's quarterly earnings. During these quarterly blackout periods, members of the Restricted Group generally possess or are presumed to possess material nonpublic information about the Corporation's financial results.

(ii) *Special Blackout Periods.* From time to time, other types of material information regarding the Corporation (such as negotiation of mergers, acquisitions or dispositions or other developments) may not be publicly disclosed. While such material information remains nonpublic, members of the Restricted Group and other persons with knowledge of such material nonpublic information are prohibited from trading in IBM Securities. The affected persons must keep the existence of any special blackout period confidential.

(iii) *10b5-1 Plan Approval Requirement and Exception for Approved 10b5-1 Plans.* The trading restrictions in this Policy do not apply to transactions under a written plan, contract, instruction or arrangement under Rule 10b5-1 under the Securities Exchange Act of 1934 (a "10b5-1 Plan"). Such 10b5-1 Plan must comply with the requirements of Rule 10b5-1 and be entered into during an open trading window when the Insider entering into the 10b5-1 Plan is not aware of material nonpublic information. Additionally, when such Insider wishes to make a trade under such 10b5-1 Plan, the Chief Legal Officer (who will coordinate any additional departmental



reviews) must review and approve of, in advance, any trades being made.

**Note:** Trading during open trading windows is not a “safe harbor” that ensures compliance with securities laws. Even during open trading windows, if an Insider is in possession of material nonpublic information about the Corporation, they are prohibited from trading in IBM Securities. Insiders remain responsible for their trades and must use good judgment at all times.

**B. Prior Clearance**

Each director, officer, Executive Leadership Team member and Performance Team member must obtain prior clearance before such person or one of his or her Related Persons makes any trades in IBM Securities or exercises stock options. Clearance will be granted or denied based solely on the restraints imposed by law and will not constitute investment advice regarding the advisability of any transaction or ensure compliance with securities laws. Notwithstanding pre-clearance, every person is individually responsible for their and their Related Persons' compliance with this Policy and with applicable insider trading laws.

**VI. Transactions Under Corporation-Sponsored Plans**

**A. IBM Securities Underlying Awards**

This Policy's trading restrictions do not apply to the extent the Corporation is required to withhold taxes in connection with the vesting or delivery of IBM Securities underlying restricted stock units, performance shares or other awards received under any of the Corporation's long-term incentive plans. This Policy's trading restrictions do apply, however, to any market sale, gift, or other disposition of IBM Securities received following the vesting of any restricted stock units, performance shares or other awards under any of the Corporation's incentive plans.

**B. Corporation-Sponsored Retirement Plans**

This Policy's trading restrictions do not apply to purchases of IBM Securities in the Corporation's savings and deferral plans resulting from a participant's periodic contribution of money to such plan(s) pursuant to payroll deduction elections so long as, with respect to the Restricted Group, such payroll deduction elections have been made outside the applicable blackout period. This Policy's trading restrictions do apply, however, to elections participants may make under such plans that relate to IBM Securities, including elections with respect to the investment of contributions, intra-plan transfers of an existing account balance between investment funds, loans, and distributions.

## INTERNATIONAL BUSINESS MACHINES CORPORATION SUBSIDIARIES

Subsidiaries—as of December 31, 2024

Company Name	State or country of incorporation or organization	Voting percent owned directly or indirectly by registrant
IBM Argentina Sociedad de Responsabilidad Limitada	Argentina	100
IBM Australia Limited	Australia	100
IBM Global Financing Australia Limited	Australia	100
IBM Oesterreich Internationale Bueromaschinen Gesellschaft m.b.H.	Austria	100
Red Hat Austria GmbH	Austria	100
IBM Bahamas Limited	Bahamas	100
IBM Belgium Financial Services Company BV/SRL	Belgium	100
International Business Machines of Belgium BV/SRL	Belgium	100
WTC Insurance Corporation, Ltd.	Bermuda	100
IBM Brasil—Industria, Maquinas e Servicos Limitada	Brazil	100
Banco IBM S.A.	Brazil	100
IBM Bulgaria Ltd.	Bulgaria	100
IBM Canada Limited—IBM Canada Limitee	Canada	100
IBM Global Financing Canada Corporation	Canada	100
IBM de Chile S.A.C.	Chile	100
IBM Global Financing de Chile SpA	Chile	100
IBM (China) Investment Company Limited	China (P.R.C.)	100
IBM (China) Co., Ltd.	China (P.R.C.)	100
IBM de Colombia S.A.S.	Colombia	100
IBM Business Transformation Center, S.r.l.	Costa Rica	100
IBM Croatia Ltd./IBM Hrvatska d.o.o.	Croatia	100
IBM Ceska Republika spol. s.r.o.	Czech Republic	100
IBM Danmark ApS	Denmark	100
IBM Global Financing Danmark ApS	Denmark	100
Red Hat APS	Denmark	100
IBM del Ecuador, C.A.	Ecuador	100
IBM Egypt Business Support Services	Egypt	100
IBM Eesti Osauhing (IBM Estonia Ou)	Estonia	100
Oy IBM Finland AB	Finland	100
Compagnie IBM France, S.A.S.	France	100
IBM France Financement, SAS	France	100
RED HAT FRANCE	France	100
IBM Deutschland GmbH	Germany	100
IBM Global Financing Deutschland GmbH	Germany	100
Red Hat GmbH	Germany	100
IBM Hellas Information Handling Systems S.A.	Greece	100
IBM China/Hong Kong Limited	Hong Kong	100
IBM Magyarorszagi Kft.	Hungary	100
IBM India Private Limited	India	100
PT IBM Indonesia	Indonesia	100
IBM Ireland Limited	Ireland	100

Company Name	State or country of incorporation or organization	Voting percent owned directly or indirectly by registrant
IBM Ireland Product Distribution Limited	Ireland	100
RED HAT LIMITED	Ireland	100
IBM Israel Ltd.	Israel	100
IBM Capital Italia S.r.l.	Italy	100
IBM Italia Servizi Finanziari S.r.l.	Italy	100
IBM Italia S.p.A.	Italy	100
IBM Japan Credit LLC	Japan	100
IBM Japan, Ltd.	Japan	100
IBM East Africa Limited	Kenya	100
IBM Korea, Inc.	Korea (South)	100
"IBM Latvija" SIA	Latvia	100
UAB "IBM Lietuva"	Lithuania	100
IBM Luxembourg Sarl	Luxembourg	100
IBM CAPITAL MALAYSIA SDN. BHD.	Malaysia	100
IBM Malaysia Sdn. Bhd.	Malaysia	100
IBM Malta Limited	Malta	100
International Business Machines (Mauritius) Limited	Mauritius	100
IBM de Mexico, Comercializacion y Servicios S. de R.L. de C.V.	Mexico	100
IBM Maroc	Morocco	100
IBM International Group B.V.	Netherlands	100
IBM Nederland B.V.	Netherlands	100
IBM New Zealand Limited	New Zealand	100
RED HAT NEW ZEALAND LIMITED	New Zealand	100
International Business Machines West Africa Limited	Nigeria	100
IBM Norge AS	Norway	100
IBM Capital Peru S.A.C.	Peru	100
IBM del Peru, S.A.C.	Peru	100
IBM Philippines, Incorporated	Philippines	100
IBM Polska Sp. z o.o.	Poland	100
Companhia IBM Portuguesa, S.A.	Portugal	100
IBM Qatar LLC	Qatar	100
IBM Romania Srl	Romania	100
IBM Middle East and North Africa RHQ LLC	Saudi Arabia	100
IBM—International Business Machines d.o.o., Belgrade	Serbia	100
IBM International Capital Pte. Ltd.	Singapore	100
IBM Singapore Pte. Ltd.	Singapore	100
RED HAT ASIA PACIFIC PTE. LTD.	Singapore	100
IBM Slovensko spol s.r.o.	Slovak Republic	100
IBM Slovenija d.o.o.	Slovenia	100
IBM Global Financing South Africa (Pty) Ltd	South Africa	100
IBM South Africa (Pty) Ltd.	South Africa	100
IBM Global Financing España, S.L.U.	Spain	100
IBM Global Services España, S.A.	Spain	100
International Business Machines, S.A.	Spain	100

Company Name	State or country of incorporation or organization	Voting percent owned directly or indirectly by registrant
IBM Global Financing Sweden AB	Sweden	100
IBM Svenska Aktiebolag	Sweden	100
IBM Global Financing Schweiz GmbH	Switzerland	100
IBM Schweiz AG—IBM Suisse SA—IBM Svizzera SA—IBM Switzerland Ltd	Switzerland	100
IBM Taiwan Corporation	Taiwan	100
IBM Tanzania Limited	Tanzania	100
IBM Thailand Company Limited	Thailand	100
IBM Tunisie	Tunisia	100
IBM (International Business Machines) Turk Limited Sirketi	Türkiye	100
IBM Ukraine	Ukraine	100
IBM Middle East FZ—LLC	United Arab Emirates	100
IBM United Kingdom Limited	United Kingdom	100
IBM United Kingdom Asset Leasing Limited	United Kingdom	100
IBM United Kingdom Financial Services Limited	United Kingdom	100
IBM del Uruguay, S.A.	Uruguay	100
IBM Credit LLC	USA (Delaware)	100
IBM International Group Capital LLC	USA (Delaware)	100
IBM International Foundation	USA (Delaware)	100
IBM World Trade Corporation	USA (Delaware)	100
Red Hat, Inc.	USA (Delaware)	100
IBM de Venezuela, S.C.A.	Venezuela	100
IBM Vietnam Company Limited	Vietnam	100

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 002-77235, 033-29022, 033-33458, 033-34406, 033-53777, 033-60225, 033-60227, 033-60237, 033-60815, 333-01411, 033-52931, 033-33590, 333-76914, 333-87708, 333-09055, 333-23315, 333-31305, 333-41813, 333-44981, 333-48435, 333-81157, 333-87751, 333-87859, 333-87925, 333-30424, 333-33692, 333-36510, 333-102872, 333-102870, 333-103471, 333-104806, 333-114190, 333-131934, 333-138326, 333-138327, 333-148964, 333-170559, 333-171968, 333-196722, 333-232585(1), 333-232585(2) and 333-259965) and Form S-3 (Nos. 033-49475(1), 033-31732, 333-03763, 333-27669, 333-32690, 333-101034, 333-276739) of International Business Machines Corporation of our report dated February 25, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2024 Annual Report to Stockholders, which is incorporated by reference in this Annual Report on Form 10-K. We also consent to the incorporation by reference of our report dated February 25, 2025 relating to the financial statement schedule which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
New York, New York  
February 25, 2025

POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzchowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ MARIANNE C. BROWN

\_\_\_\_\_  
*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ THOMAS BUBERL

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*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ DAVID N. FARR

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ ALEX GORSKY

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ MICHELLE J. HOWARD

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ ANDREW N. LIVERIS

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ F. WILLIAM MCNABB III

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ MICHAEL MIEBACH

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ MARTHA E. POLLACK

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ PETER R. VOSER

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ FREDERICK H. WADDELL

*Director*

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POWER OF ATTORNEY OF IBM DIRECTOR

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director of International Business Machines Corporation, a New York corporation, which will file with the U.S. Securities and Exchange Commission, Washington, D.C., under the provisions of the securities laws, an Annual Report for 2024 on Form 10-K, hereby constitutes and appoints Arvind Krishna, Jane P. Edwards, James J. Kavanaugh, Nicolas Fehring, Anne E. Robinson, and Brien S Wierzbowski, as true and lawful attorneys-in-fact and agents for the undersigned, and each of them with full power to act without the others, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to sign or cause to be signed electronically said Annual Report on Form 10-K and any and all amendments thereto, and any and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them may lawfully do or cause to be done by virtue hereof. This Power of Attorney may only be revoked by a written document executed by the undersigned that expressly revokes this power by referring to the date and subject hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 27th day of January 2024.

/s/ ALFRED W. ZOLLAR

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*Director*

**RESOLUTION REGARDING**

**FILING OF THE COMPANY'S 2024 ANNUAL REPORT ON FORM 10-K**

RESOLVED, that the Company's 2024 Annual Report on Form 10-K be, and hereby is, approved and that the Officers of the Company be, and they hereby are, authorized and empowered to execute by powers of attorney the Form 10-K and to make such additions, supplements and changes thereto as in their opinion may be necessary or desirable and to cause such material to be filed with the U.S. Securities and Exchange Commission and other appropriate regulatory agencies.

**CERTIFICATION PURSUANT TO RULE 13A-14(a)/15D-14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934, AS  
ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Arvind Krishna, certify that:

1. I have reviewed this annual report on Form 10-K of International Business Machines Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2025

/s/ ARVIND KRISHNA

Arvind Krishna

Chairman, President and Chief Executive Officer

**CERTIFICATION PURSUANT TO RULE 13A-14(a)/15D-14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934, AS  
ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, James J. Kavanaugh, certify that:

1. I have reviewed this annual report on Form 10-K of International Business Machines Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2025

/s/ JAMES J. KAVANAUGH

James J. Kavanaugh  
Senior Vice President and Chief Financial Officer

**INTERNATIONAL BUSINESS MACHINES CORPORATION  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of International Business Machines Corporation (the "Company") on Form 10-K for the period ending December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Arvind Krishna, Chairman, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ARVIND KRISHNA

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Arvind Krishna  
Chairman, President and Chief Executive Officer  
February 25, 2025

A signed original of this written statement required by Section 906 has been provided to IBM and will be retained by IBM and furnished to the Securities and Exchange Commission or its staff upon request.

**INTERNATIONAL BUSINESS MACHINES CORPORATION  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of International Business Machines Corporation (the "Company") on Form 10-K for the period ending December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James J. Kavanaugh, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JAMES J. KAVANAUGH

James J. Kavanaugh  
Senior Vice President and Chief Financial Officer  
February 25, 2025

A signed original of this written statement required by Section 906 has been provided to IBM and will be retained by IBM and furnished to the Securities and Exchange Commission or its staff upon request.