



# INTERNATIONAL BUSINESS MACHINES CORP

## FORM DEFA14A

(Additional Proxy Soliciting Materials (Definitive))

Filed 03/11/24

Address 1 NEW ORCHARD ROAD, ARMONK, NY, 10504  
Telephone (727) 384-2323  
CIK 0000051143  
Symbol IBM  
SIC Code 3570 - Computer & office Equipment  
Fiscal Year 12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.     )**

Filed by the Registrant ☒  
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
☐ Definitive Proxy Statement  
☒ Definitive Additional Materials  
☐ Soliciting Material under §240.14a-12

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**International Business Machines Corporation**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant) Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee paid previously with preliminary materials.  
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11

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INTERNATIONAL BUSINESS MACHINES CORPORATION  
1 NEW ORCHARD RD, MD 325  
ARMONK, NY 10504

# Your **Vote** Counts!

## INTERNATIONAL BUSINESS MACHINES CORPORATION

### 2024 Annual Meeting

Vote by April 29, 2024 11:59 PM ET.

For 401(k) Plan shares, vote by April 28, 2024 11:59 PM ET.



V28929-P04943

## You invested in INTERNATIONAL BUSINESS MACHINES CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on April 30, 2024.**

### Get informed before you vote

View the Notice of Meeting, Proxy Statement and Annual Report online at [www.ProxyVote.com](http://www.ProxyVote.com) OR you can receive a free paper or email copy of the material(s) by requesting prior to April 16, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **[www.ProxyVote.com](http://www.ProxyVote.com)**

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

April 30, 2024  
1:00 p.m. Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/IBM2024](http://www.virtualshareholdermeeting.com/IBM2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors for a Term of One Year <b>Nominees:</b>	
1a. Marianne C. Brown	✓ For
1b. Thomas Buberl	✓ For
1c. David N. Farr	✓ For
1d. Alex Gorsky	✓ For
1e. Michelle J. Howard	✓ For
1f. Arvind Krishna	✓ For
1g. Andrew N. Liveris	✓ For
1h. F. William McNabb III	✓ For
1i. Michael Miebach	✓ For
1j. Martha E. Pollack	✓ For
1k. Peter R. Voser	✓ For
1l. Frederick H. Waddell	✓ For
1m. Alfred W. Zollar	✓ For
2. Ratification of Appointment of Independent Registered Public Accounting Firm	✓ For
3. Advisory Vote on Executive Compensation	✓ For
4. Stockholder Proposal Requesting a Public Report on Lobbying Activities	✗ Against
5. Stockholder Proposal Requesting a Public Report on Congruency in China Business Operations and ESG Activities	✗ Against
6. Stockholder Proposal Requesting a Right to Act by Written Consent	✗ Against
7. Stockholder Proposal Requesting a Public Report on Climate Lobbying	✗ Against
8. Stockholder Proposal Requesting the Adoption of Greenhouse Gas Emissions Targets	✗ Against

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings."