**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, 2025**

**1-2360**
(Commission file number)

## INTERNATIONAL BUSINESS MACHINES CORPORATION

(Exact name of registrant as specified in its charter)

| **New York** | **13-0871985** |
|---|---|
| **(State of Incorporation)** | **(IRS Employer Identification Number)** |
| **One New Orchard Road** | |
| **Armonk, New York** | **10504** |
| **(Address of principal executive offices)** | **(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(s) | Name of each exchange on which registered |
|---|---|---|
| Capital stock, par value $.20 per share | IBM | New York Stock Exchange |
| | | NYSE Texas |
| 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 |
| 3.000% Notes due 2031 | IBM 31A | 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 |
| 3.450% Notes due 2034 | IBM 34A | 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 |
| 3.850% Notes due 2038 | IBM 38B | 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 |
| Floating Rate Notes due 2028 | IBM 28E | 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 $274.5 billion.

The registrant had 938,034,404 shares of common stock outstanding at February 10, 2026.

Documents incorporated by reference:

Portions of IBM's Annual Report to Stockholders for the year ended December 31, 2025 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 28, 2026 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 2025 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—page 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, Microsoft, Oracle, Salesforce, SAP and Splunk, a CISCO Company. We also compete with smaller, niche competitors in specific geographic regions or product segments.

***Consulting:***

Consulting integrates strategy, experience design, technology and operations expertise by domain across industries to deliver transformation for clients. Consulting operates in a highly competitive, dynamic market that spans business consulting, systems integration, application development and management, and business process outsourcing services. Our competitors include global firms such as Accenture, Capgemini, India-based service providers, management consulting firms, the consulting practices of public accounting firms, engineering service providers, and niche specialists. Our competitive position is supported by industry expertise; hybrid cloud, data, and AI capabilities; and the use of IBM technology and ecosystem partners to deliver solutions aligned to clients' strategic priorities.

***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 10 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 2025 Annual Report to Stockholders and is incorporated herein by reference:

Segment information and revenue by classes of similar products or services—pages 65 to 68.

Financial information regarding environmental activities—pages 92 to 93.

The number of persons employed by the registrant—page 15.

The management discussion overview—pages 8 to 10.

Website information and company reporting—page 118.

**Information About Our Executive Officers (at February 24, 2026):**

| | Age | Officer since |
|---|---|---|
| Arvind Krishna, Chairman of the Board, President and Chief Executive Officer [(1)] | 63 | 2020 |
| Gary D. Cohn, Vice Chairman | 65 | 2021 |
| Nicolas A. Fehring, Vice President and Controller | 47 | 2023 |
| James J. Kavanaugh, Senior Vice President, Finance and Operations, and Chief Financial Officer | 59 | 2008 |
| Nickle J. LaMoreaux, Senior Vice President and Chief Human Resources Officer | 46 | 2020 |
| Anne Robinson, Senior Vice President and Chief Legal Officer | 55 | 2024 |
| Robert D. Thomas, Senior Vice President, Software and Chief Commercial Officer | 51 | 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, 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.

**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, 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, 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, international trade sanctions, and export controls on goods, technologies, inputs, and raw materials 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, export controls, 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 2025 Annual Report to Stockholders, under "Critical Accounting Estimates." In addition, as discussed in note Q, "Commitments & Contingencies," in IBM's 2025 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, including the Company's Increased AI Solutions and Use of AI 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 technologies to its services and products, to how it delivers solutions 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, governance, and management. As stated more comprehensively and in context of several risk factors throughout this Item 1A., if the company does not continue to be recognized as an AI leader with strong governance processes or if our AI technologies do not work as intended or produce unexpected outcomes, IBM's ongoing efforts to maintain and increase its market share and its profit margins, its reputation, and its competitiveness could be harmed. Further, 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. The evolving global AI regulatory and legal environment 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 AI technologies 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 Protection**

*Cybersecurity and Data Protection Considerations Could Impact the Company's Business:* There are numerous and evolving risks to cybersecurity and data protection, 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, including the practices and investments, of customers, contractors, business partners, vendors, the open source community, the companies we acquire, 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 AI technologies may introduce novel methods of attack. Attacks may 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 provide unauthorized 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, and regulated data including 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, 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 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 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, connected 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 and data protection 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 or environmental protection 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 2025 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 2025 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 2025 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 global Security Operations Centers ("SOCs") that monitor 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*

Escalation of cyber risk is a core function within IBM's cyber governance so that emerging threats, incidents, and vulnerabilities are promptly communicated, escalated, and remediated at the appropriate leadership level across the enterprise.

IBM's Enterprise & Technology Security ("E&TS") organization is responsible for the security of both IBM's internal systems and external offerings and works across IBM to protect 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 is responsible for enterprise incident response; the Product Security Incident Response Team (“PSIRT”), which focuses on product vulnerabilities potentially affecting the security of offerings sold to customers; and the Business Information Security Officers (“BISO”), which focus on security issues specific to particular business segments.

The CSIRT team, together with the Office of the CISO, Cyber Legal, and BISOs, engage in on-going review of incidents, threat intelligence, detections, and vulnerabilities, including to assess client and regulatory impact. CSIRT leads and coordinates incident response investigations and depending on the nature of the matter, may include individuals from E&TS, the Office of the CISO, the Office of the Chief Information Officer, Cyber Legal, Business Units, the Risk, Compliance and Integrity Team, Human Resources, Procurement, Finance and Operations, and Corporate Security. Events of interest are promptly reported to the Chief Legal Officer ("CLO"), the Chief Financial Officer, and the Senior Vice President ("SVP") overseeing the impacted business unit. If required by the scale of the incident, an executive is appointed to provide the unified business leadership, coordination, and project management necessary to manage the broader business response under the direction of the CLO. The Board of Directors, the Audit Committee, and senior management participate in cyber incident tabletops to exercise preparedness for incidents and to strengthen cyber governance.

The Cybersecurity Advisory Committee (“CAC”) is a senior executive committee comprised of SVPs from the business (Software, Consulting, Infrastructure) and corporate functions (Legal, Finance, Marketing/Communications), which provides oversight and direction for the management of the company's cybersecurity risk. It serves as a key resource and escalation point for IBM's CISO and operating units on significant and emerging cybersecurity incidents, risks, policies, and practices. IBM executives responsible for managing cybersecurity risk reflect 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 risk management at IBM. Leadership from E&TS, including the CISO, make regular presentations to the Audit Committee and the full Board on identification, management, escalation, 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, executive management provides briefings as needed to the Lead Independent Director, 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, 2025, in aggregate, we owned or leased facilities for current use consisting of approximately 39 million square feet worldwide.

At December 31, 2025, IBM’s facilities in the U.S. had aggregate floor space of approximately 17 million square feet, of which approximately 8 million was owned and 9 million was leased. Outside the U.S., facilities totaled approximately 22 million square feet, of which approximately 3 million was owned and 19 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 91 to 93 of IBM’s 2025 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 118 of IBM's 2025 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 Texas under the symbol "IBM." There were 290,491 common stockholders of record at February 10, 2026.

The following table provides information relating to the company's repurchase of common stock for the fourth quarter of 2025.

| | 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 [1] |
|---|---|---|---|---|
| October 1, 2025—October 31, 2025 | — | $ — | — | $ 2,007,611,768 |
| November 1, 2025—November 30, 2025 | — | $ — | — | $ 2,007,611,768 |
| December 1, 2025—December 31, 2025 | — | $ — | — | $ 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 38 of IBM's 2025 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 37 of IBM's 2025 Annual Report to Stockholders, which is incorporated herein by reference.

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

Refer to pages 42 through 116 of IBM's 2025 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 39 through 41 of IBM’s 2025 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,” and “Frequently Asked Questions” 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 28, 2026, 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 24, 2026)” on page 3 for additional information on the company’s executive officers.

### Item 11. Executive Compensation:

Refer to the information under the captions “2025 Executive Compensation" 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 28, 2026, 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 “Governance and the 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 28, 2026, 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 [1] (a) | Weighted-average exercise price of outstanding options, warrants and rights [1] (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|---|---|---|---|
| Equity compensation plans approved by security holders | | | |
| Options | 8,932,132 | $ 168.84 | — |
| RSUs | 14,613,935 | N/A | — |
| PSUs [2] | 4,986,930 | N/A | — |
| Subtotal | 28,532,997 | $ 168.84 | 24,457,466 |
| Equity compensation plans not approved by security holders | | | |
| Options | 726,842 | $ 163.32 | — |
| RSUs | 2,262,375 | N/A | — |
| PSUs [2] | 409,285 | N/A | — |
| DCEAP shares | 231,675 | N/A | — |
| Subtotal | 3,630,177 | $ 163.32 | 16,540,768 |
| Total | 32,163,174 | $ 168.45 | 40,998,234 |

N/A = 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 18 acquisition transactions, 732,607 additional RSUs and 293,968 additional stock options were outstanding at December 31, 2025 as a result of the Company’s assumption of pre-acquisition awards granted by the acquired entities. The weighted-average exercise price of stock options was $96.41. 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 2,679,447 and for equity compensation plans not approved by security holders is 230,901. For additional information about PSUs, including payout calculations, refer to the information under “2025 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 28, 2026.

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.

**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 28, 2026.

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

The HashiCorp Plan was adopted by the Board of Directors in connection with the company's acquisition of HashiCorp, Inc. on February 27, 2025. The HashiCorp Plan is used solely to fund awards for employees who were not employed by IBM immediately prior to the closing of the acquisition. The terms and conditions of the HashiCorp Plan are substantively identical to the terms and conditions of the 2001 Plan, described above.

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

Refer to the information under the captions “IBM Board of Directors,” and “Governance and the 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 28, 2026, 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” 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 28, 2026, 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 2025 Annual Report to Stockholders, which are incorporated herein by reference:

   Report of Independent Registered Public Accounting Firm – PCAOB Firm ID 238 (pages 40 through 41).

   Consolidated Income Statement for the years ended December 31, 2025, 2024 and 2023 (page 42).

   Consolidated Statement of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023 (page 43).

   Consolidated Balance Sheet at December 31, 2025 and 2024 (page 44).

   Consolidated Statement of Cash Flows for the years ended December 31, 2025, 2024 and 2023 (page 45).

   Consolidated Statement of Equity at December 31, 2025, 2024 and 2023 (pages 46 through 47).

   Notes to Consolidated Financial Statements (pages 48 through 116).

2. Financial statement schedule required to be filed by Item 8 of this Form:

| Page | Schedule Number | |
|---|---|---|
| | | Report of Independent Registered Public Accounting Firm on Financial Statement Schedule. |
| S-1 | II | Valuation and Qualifying Accounts and Reserves for the years ended December 31, 2025, 2024, and 2023. |

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 | |
| | The Certificate of Incorporation of IBM, is Exhibit 3.1 to Form 10-K, filed February 22, 2022, and is hereby incorporated by reference. | |
| | The By-Laws of IBM, as amended through July 24, 2025, is Exhibit 3.2 to Form 10-Q, filed July 24, 2025, and is hereby incorporated by reference. | |
| (4) | Instruments defining the rights of security holders | |
| | The instrument defining the rights of the holders of the 7.00% Debentures due 2045 is Exhibit 3 to Form 8-K, filed on October 30, 1995, and is hereby incorporated by reference. | |
| | 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. | |
| | 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. | |
| | 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. | |

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.

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 instrument 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 instrument defining the rights of the holders of the 1.500% Notes due 2029 is Exhibit 4.2 to Form 8-K, filed May 22, 2017, and is 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 4.150% Notes due 2027, the 4.400% Notes due 2032 and the 4.900% Notes due 2052 are Exhibits 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.

The instruments defining the rights of the holders of the 3.000% Notes due 2031, the 3.450% Notes due 2034, the 3.850% Notes due 2038, the Floating Rate Notes due 2028, the 4.000% Notes due 2029, the 4.300% Notes due 2031, 4.600% Notes due 2033, the 4.950% Notes due 2036, and the 5.800% Notes due 2056 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 2, 2026, 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 Band 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. (1)

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. (1)

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. (1)

The IBM HashiCorp Acquisition Long-Term Performance Plan, a compensatory plan, contained in Registration Statement No. 333-285313 on Form S-8, as such amended plan was filed as Exhibit 4.5 to Form S-8, filed February 27, 2025. (1)

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. (1)

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. (1)

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. (1)

Form of LTPP equity award agreement for performance share unites, 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. (1)

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. (1)

| | |
|---|---|
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |
| Form of LTPP equity award agreements for performance share units, effective April 1, 2024, filed as Exhibit 10.1 to Form 10-Q for the quarter ended March 31, 2025, is hereby incorporate by reference. (1) | |
| Terms and Conditions of IBM LTPP Equity Awards, effective February 15, 2026. (1) | 10.1 |
| 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 28, 2026, are hereby incorporated by reference. (1) | |
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |
| 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. (1) | |

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. (1)

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. (1)

Amendment No. 1 to the IBM Excess Savings Plan, a compensatory plan, effective January 1, 2026. (1) 10.2

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

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. (1)

Form of Noncompetition Agreement, filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2024, is hereby incorporated by reference. (1)

Form of Noncompetition Agreement, filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2024, is hereby incorporated by reference. (1)

Letter Agreement, signed by Anne Robinson and IBM, dated February 26, 2024, filed as Exhibit 10.2 to Form 10-Q for the quarter ended March 31, 2025, is hereby incorporated by reference. (1)

Letter Agreement, signed by Anne Robinson, dated February 26, 2024, filed as Exhibit 10.3 to Form 10-Q for the quarter ended March 31, 2025, is hereby incorporated by reference. (1)

$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.

| | | |
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| | 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. | |
| | 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 | |
| | Amendment No. 2 to Three-Year Credit Agreement dated as of June 20, 2025, 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 June 20, 2025, is hereby incorporated by reference. | |
| | $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. | |
| | 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. | |
| | 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 | |
| | Amendment No. 2 to Five-Year Credit Agreement dated as of June 20, 2025, 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 June 20, 2025, is hereby incorporated by reference. | |
| (13) | Annual Report to Security Holders [2] | 13 |
| (19) | Securities Trading Policy, filed as Exhibit 19 to Form 10-K for the year ended December 31, 2024, is hereby incorporate by reference. | |
| (21) | Subsidiaries of the registrant | 21 |
| (22) | Subsidiary Issuer of Guaranteed Securities, filed as Exhibit 22 for the quarter ended March 31, 2024, is hereby incorporated by reference. | |
| (23) | Consent of Independent Registered Public Accounting Firm | 23.1 |
| (24) | Powers of attorney | 24.1 |
| | Resolution of the IBM Board of Directors authorizing execution of this Annual Report on Form 10-K by Powers of Attorney | 24.2 |
| (31) | 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. | 31.1 |

| | | |
|---|---|---|
| | 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. | 31.2 |
| (32) | Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | 32.1 |
| | Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | 32.2 |
| (97) | 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. | |
| 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 |

(1) Management contract or compensatory plan or arrangement.

(2) The Performance Graphs, set forth on page 117 of IBM's 2025 Annual Report to Stockholders, are deemed to be furnished but not filed.

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

None.

**SIGNATURES**

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.

INTERNATIONAL BUSINESS MACHINES CORPORATION
(Registrant)

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

*Date: February 24, 2026*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---|
| /s/ ARVIND KRISHNA<br>Arvind Krishna | Chairman of the Board, President and Chief Executive Officer | February 24, 2026 |
| /s/ JAMES J. KAVANAUGH<br>James J. Kavanaugh | Senior Vice President, Finance and Operations, and Chief Financial Officer | February 24, 2026 |
| /s/ NICOLÁS A. FEHRING<br>Nicolás A. Fehring | Vice President and Controller (Chief Accounting Officer) | February 24, 2026 |

**Board of Directors**

By: /s/ JANE P. EDWARDS
*Jane P. Edwards*
*Attorney-in-fact*
February 24, 2026

| | |
|---|---|
| Marianne C. Brown | Director |
| Thomas Buberl | Director |
| David N. Farr | Director |
| Alex Gorsky | Director |
| Michelle J. Howard | Director |
| Andrew N. Liveris | Director |
| F. William McNabb III | Director |
| Michael Miebach | Director |
| Martha E. Pollack | Director |
| Peter R. Voser | Director |
| Frederick H. Waddell | Director |
| Alfred W. Zollar | Director |

**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 24, 2026 appearing in the 2025 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 24, 2026

**SCHEDULE II**

**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 | Balance at End of Period |
|---|---|---|
| **Allowance For Credit Losses** [1] | | |
| **2025** | $ 273 | $ 276 |
| **2024** | $ 457 | $ 273 |
| **2023** | $ 495 | $ 457 |
| **Allowance For Inventory Losses** | | |
| **2025** | $ 577 | $ 535 |
| **2024** | $ 658 | $ 577 |
| **2023** | $ 631 | $ 658 |
| **Revenue Based Provisions** | | |
| **2025** | $ 298 | $ 388 |
| **2024** | $ 480 | $ 298 |
| **2023** | $ 424 | $ 480 |

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

Additions/deductions and write-offs for allowances and Revenue Based Provisions were not material for any of the periods presented.

**EXHIBIT 21**

## INTERNATIONAL BUSINESS MACHINES CORPORATION SUBSIDIARIES

Subsidiaries—as of December 31, 2025

| 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 SpA | 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 |
| 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 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 South Africa (Pty) Ltd. | South Africa | 100 |
| International Business Machines, S.A. | Spain | 100 |
| IBM Svenska Aktiebolag | Sweden | 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 |

| Company Name | State or country of incorporation or organization | Voting percent owned directly or indirectly by registrant |
|---|---|---|
| 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 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 |

**Exhibit 23.1**

**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), 333-259965 and 333-285313) 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 24, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2025 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 24, 2026 relating to the financial statement schedules, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
New York, NY
February 24, 2026

**Exhibit 31.1**

**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 24, 2026

/s/ ARVIND KRISHNA

Arvind Krishna
Chairman, President and Chief Executive Officer

**Exhibit 31.2**

**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 24, 2026

/s/ JAMES J. KAVANAUGH

James J. Kavanaugh
Senior Vice President and Chief Financial Officer

**Exhibit 32.1**

**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, 2025, 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

Arvind Krishna
Chairman, President and Chief Executive Officer
February 24, 2026

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.

**Exhibit 32.2**

**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, 2025, 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 24, 2026

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.

**EXHIBITS OMITTED FROM THIS DOCUMENT**

DESCRIPTION OF SECURITIES REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT.

TERMS AND CONDITIONS OF IBM LTPP EQUITY AWARDS, EFFECTIVE FEBRUARY 15, 2026

AMENDMENT NO. 1 TO THE IBM EXCESS SAVINGS PLAN, A COMPENSATORY PLAN, EFFECTIVE JANUARY 1, 2026

ANNUAL REPORT TO SECURITY HOLDERS.

POWERS OF ATTORNEY.

RESOLUTION OF THE IBM BOARD OF DIRECTORS AUTHORIZING EXECUTION OF THIS ANNUAL REPORT ON FORM 10-K BY POWERS OF ATTORNEY.

Copies of these exhibits may be obtained without charge from Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078