
Notice of Exempt Solicitation Pursuant to Rule 14a-103

Name of Registrant: International Business Machines Corporation (IBM)

Title: Shareholder Right to Act by Written Consent

Meeting Date: April 28, 2026

Name of person relying on exemption: John Chevedden, GPN Shareholder since 2011

Address of persons relying on exemption: POB 2673, Redondo Beach, CA 90278

These written materials are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934. John Chevedden does not beneficially own more than \$5 million of the class of subject securities, and this notice of exempt solicitation is therefore being provided on a voluntary basis.

This is not a solicitation of authority to vote your proxy.

Please DO NOT send me your proxy card; the shareholder is not able to vote your proxies, nor does this communication contemplate such an event.

The shareholder asks all shareholders to vote by following the procedural instructions provided in the proxy materials.



Proposal 6 for an IBM shareholder right to act by written consent deserves shareholder support

The IBM statement next to Proposal 6 could be called:

The shoe that does not fit argument.

IBM is worth \$150 Billion yet IBM argues against this proposal with arguments that could fit a \$10 million company. IBM claims that there could be multiple written consent efforts. This might be true at a \$10 million company. IBM has not cited even one example of multiple written

consent efforts at a company worth much less than IBM, for instance \$5 Billion during the last 100 years. The shoe does not fit.

IBM then pats itself on the back by claiming a commitment to sound principles of corporate governance. Written consent is a sound principle of corporate governance and IBM seeks to convince its shareholder otherwise with an argument that does not fit.

A company that attempts to steer its shareholders away from a sound principle of corporate governance with an argument that does not fit raises the question of whether IBM has a fundamentally flawed shareholder engagement practice.

IBM's argument is further flawed. Proposal 6 does not ask shareholders to choose between a shareholder right to act by written consent and a shareholder right to call a special shareholder meeting although IBM seems to present it as such.

Shareholders are best served when they have both rights. And IBM's current shareholder right to call for a special shareholder meeting is so weak for a company that is worth \$150 Billion that this creates an added incentive for IBM shareholders to have a right to act by written consent.

Shame on IBM for suggesting that shareholders limit themselves to one shareholder right when IBM shareholders are entitled to 2 shareholder rights under state law.

And IBM does not understand the right to act by written consent.

Written consent is a shareholder right that requires the formal backing of an IBM majority based on all shares outstanding. This majority support requirement in reality is much more than majority support because it is not economically possible to contact a significant percent of IBM shares to get their formal backing.

Thus for an issue to still get majority support, based on all shares outstanding, under written consent it could need 70% support from the IBM shares that are economically possible to reach. And the IBM shares that are economically possible to reach are the IBM shares that are most informed and have the greatest incentive to cast an informed ballot.