

Directors and Corporate Governance Committee Charter

Purpose and Organization

The purpose of the Directors and Corporate Governance Committee (the “Committee”) is to develop and make recommendations to the Board of Directors (the “Board”) of International Business Machines Corporation (the “Company”) with respect to corporate governance principles and directorship practices applicable to the Company; identify and recommend to the Board qualified candidates to the Board, consistent with the criteria approved by the Board, for election as directors of the Company, including the slate of directors that the Board nominates for election by stockholders at the annual meeting of stockholders; and oversee the evaluation of the Board and management.

Members of the Committee are appointed by the Board, after receiving the recommendation of the Committee. Members of the Committee serve until their successors are duly elected and qualified, and they may be removed by the Board in its discretion. Members of the Committee are outside directors who are not officers or employees of the Company or its subsidiaries. In the opinion of the Board, these directors are independent of management and free of any relationship that would interfere with their exercise of independent judgment as members of the Committee. Members of the Committee shall also satisfy the independence standards of the New York Stock Exchange, as promulgated from time to time.

Roles and Responsibilities

1. The Committee is responsible for defining and articulating the Company’s overall corporate governance structures.
2. The Committee is responsible for leading the search for qualified individuals for election as directors to ensure the Board has the right mix of skills and expertise, and reviews director candidates on an on-going basis. The Committee seeks and recruits candidates who possess the skills, experiences, backgrounds and perspectives that would enhance the overall effectiveness of the Board.
3. The Committee reviews and assesses the independence of each director nominee, at the time of initial election to the Board and at least annually thereafter, taking into consideration the Company’s independence guidelines and applicable listing standards. The Committee also assesses transactions with related persons under the Company’s Related Person Transactions Policy at least annually.
4. The Committee assists the Board in overseeing the Company’s governance structure, and as such, is responsible for the development and recommendation to the Board of the Company’s Corporate Governance Guidelines (the “Guidelines”). The Committee reviews these Guidelines periodically, recommending changes as necessary to reflect sound governance practices.

5. The Committee oversees policies and practices related to corporate social responsibility, sustainability and environmental, social, and governance matters, and it reviews and considers stockholder proposals.
6. The Committee reviews the committees of the Board and makes recommendations concerning the composition, functions and duties of the committees.
7. The Committee periodically reviews the Company's non-management director compensation practices and compares them against the practices of the largest U.S. companies in terms of market capitalization. In performing this review, the Committee focuses on ensuring that the Company's outside directors have a proprietary stake in the Company and that the interests of the directors continue to be closely aligned with the interests of the Company's stockholders.
8. The Committee recommends to the Board a process for the Board's and each Committee's annual self-evaluation. The Committee also conducts an annual evaluation of its own performance.
9. The Committee has the authority to delegate appropriate matters to subcommittees as the Committee may determine in its discretion.
10. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, as it may deem appropriate in its discretion. The Committee has the sole authority to approve related fees and other retention terms.
11. The Chairman of the Committee reports the actions and recommendations of the Committee to the full Board after each Committee meeting.
12. The Committee reviews the adequacy of this Charter from time to time, recommending any proposed changes to the Board for approval. The Committee also reviews the adequacy of the Charters of each of the other committees, from time to time, recommending any proposed changes to the Board for approval.

Approved April 28, 2025