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**Management Discussion**

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International Business Machines Corporation and Subsidiary Companies

Tax Cuts and Jobs Act (U.S. tax reform), management characterizes the one-time provisional charge recorded in the fourth quarter of 2017 and adjustments to that charge as non-operating. Adjustments include true-ups, accounting elections and any changes to regulations, laws, audit adjustments, etc. that affect the recorded one-time charge. For acquisitions, operating (non-GAAP) earnings exclude the amortization of purchased intangible assets and acquisition-related charges such as in-process research and development, transaction costs, applicable retention, restructuring and related expenses, tax charges related to acquisition integration and pre-closing charges, such as financing costs. These charges are excluded as they may be inconsistent in amount and timing from period to period and are significantly impacted by the size, type and frequency of the company's acquisitions. All other spending for acquired companies is included in both earnings from continuing operations and in operating (non-GAAP) earnings. Throughout the Management Discussion, the impact of acquisitions over the prior 12-month period may be a driver of higher expense year to year. For retirement-related costs, management characterizes certain items as operating and others as non-operating, consistent with GAAP. We include defined benefit plan and nonpension postretirement benefit plan service costs, multi-employer plan costs and the cost of defined contribution plans in operating earnings. Non-operating retirement-related costs include defined benefit plan and nonpension postretirement benefit plan amortization of prior service costs, interest cost, expected return on plan assets, amortized actuarial gains/losses, the impacts of any plan curtailments/settlements and pension insolvency costs and other costs. Non-operating retirement-related costs are primarily related to changes in pension plan assets and liabilities which are tied to financial market performance, and the company considers these costs to be outside of the operational performance of the business.

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

**FORWARD-LOOKING AND CAUTIONARY STATEMENTS**

Certain statements contained in this Annual Report may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any forward-looking statement in this Annual Report speaks only as of the date on which it is made; IBM assumes no obligation to update or revise any such statements except as required by law. Forward-looking statements are based on IBM's current assumptions regarding future business and financial performance; these statements, by their nature, address matters that are uncertain to different degrees. Forward-looking statements involve a number of risks, uncertainties and other factors that could cause actual results to be materially different, as discussed more fully elsewhere in this Annual Report and in the company's filings with the Securities and Exchange Commission (SEC), including IBM's 2020 Form 10-K filed on February 23, 2021.

**MANAGEMENT DISCUSSION SNAPSHOT**

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

|  | 2020         | 2019      | Yr.-to-Yr.<br>Percent/Margin<br>Change |
|--|--------------|-----------|--|
| <b>For year ended December 31:</b>                                   |              |           |  |
| Revenue  | \$ 73,620    | \$ 77,147 | (4.6)%*                                |
| Gross profit margin  | 48.3 %       | 47.3 %    | 1.0 pts.                               |
| Total expense and other (income)                                     | \$ 30,937 ** | \$ 26,322 | 17.5 %                                 |
| Income from continuing operations before income taxes                | \$ 4,637 **  | \$ 10,166 | (54.4)%                                |
| Provision for/(benefit from) income taxes from continuing operations | \$ (864)     | \$ 731    | NM                                     |
| Income from continuing operations                                    | \$ 5,501 **  | \$ 9,435  | (41.7)%                                |
| Income from continuing operations margin                             | 7.5 %        | 12.2 %    | (4.8)pts.                              |
| Income/(loss) from discontinued operations, net of tax <sup>†</sup>  | \$ 89        | \$ (4)    | NM                                     |
| Net income   | \$ 5,590 **  | \$ 9,431  | (40.7)%                                |
| Earnings per share from continuing operations—                       | \$ 6.13 **   | \$ 10.57  | (42.0)%                                |