

## **Improved Procedures at IBM's Annual Shareholder Meeting by Earl Mongeon**

Stockholders ask the Board to adopt the following policy:

At the annual shareholder meeting:

1. questions and comments from shareholders will be permitted on the topic of each point on the agenda instead of requiring most shareholders to keep silent until after the entire meeting has adjourned.
2. a transcript of the entire meeting, including questions and comments from shareholders and answers from the chairman, will be provided to shareholders upon request a reasonable time after the meeting.

Supporting Statement:

Until recent shareholder meetings shareholders could ask a question or provide a comment as part of the business portion of the meeting before the voting on directors and resolutions. This allowed shareholders attending the meeting to be fully informed about the people and issues up for a vote. Since then shareholders have had to remain silent until the voting is over. They have been required to vote before they had all the chance to ask questions or make comments. They have been forced to vote without having all the information available at the meeting.

Holding discussion before the vote is far more democratic, and the process of discussing before the vote long practiced at IBM shareholder meetings is preferable to the system now in use and is worth restoring.

IBM also previously provided a full transcript of the shareholder meeting, including question periods. This allowed shareholders who were not present to read the speeches and questions posed by fellow shareholders and the answers presented by the IBM chairman. In the past few years IBM has moved away from that practice, now only providing a transcript of the management presentations, omitting most input from shareholders. Thus, the transcript has not reflected the full discussion at the meeting.

Allowing shareholders the right to ask questions and make brief comments during the meeting and making shareholder questions and comments available in the transcript is good corporate governance. I urge fellow shareholders to vote for this proposal to restore those worthwhile practices.