

# Argumentative dialogues in Mergers & Acquisitions (M&As): evidence from investors and analysts conference calls

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## *Abstract*

This paper considers a specific communicative activity type of the financial context – analysts and investors conference calls – from an argumentative perspective. On the basis of a concrete example bound to an important and very recent merger story (the failed attempt to combine Barclays and ABN AMRO banks), it is shown that conference calls, apparently conceived for information-seeking/gathering only, actually manifests, implicitly and explicitly, argumentative dialogues, in which corporate managers have to defend the reasonableness of the decisions they made or the expediency of the transactions and investments they are proposing.

## *1. Introduction*

The relevance of public companies' external communication has particularly increased in the last years (cf. Corvi 2000:41). Besides the more and more pressing request for information disclosure by market's regulation and supervision bodies, companies have progressively realized the importance to openly communicate for building and maintaining long-term relationships (Snehota 2004, Lerbinger 2006) with the financial market community (shareholders and investors in general) and, more in general, with the wider public of stakeholders, i.e. "people who are linked to an organization because they and the organization have consequences on each other" (Grunig & Repper 1992:125), like employees, unions, customers, competitors, and governments<sup>1</sup>.

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<sup>1</sup> Shareholders can be considered as a particular type of stakeholders as, when they invest in the company, they become owners of the firm and not simply claimants on the company's assets. Their stake is the stock, i.e. ownership. This distinction turns out to be necessary when we consider, as I do in this paper, financial interactions like mergers and acquisition, in which

In outlining companies' communications towards the markets, a distinction has to be drawn between *mandatory disclosure*, imposed by regulation, and *voluntary* – or *discretionary* – disclosure (cf. Verrecchia 1983; Clinch & Verrecchia 1997). Public companies must disclose information in order to guarantee a transparent, fair and efficient market, for the sake of investors, savers and other economical actors involved. At the same time, companies need and want to disclose information about their business in order to attract investors, who provide funds, and customers, who buy their products and services.

A dilemma arises for companies, tensed between the desire to communicate in order to raise capital and create trustworthiness in front of the market and the desire – restricted by disclosure rules – to retain information in order to obtain competitive advantage, which is an essential condition for making profit (cf. Barone-Adesi 2002). Thus, corporate financial communication intervenes in crucial moments of the company's business activities and relevantly contributes to their realization.

An aspect which is not adequately emphasized is that large part of this communication is argumentative, i.e. it consists of a discourse that presents an opinion (a point of view) with the reasons justifying it. If we consider the relevance assigned to reasoning within economic sciences – especially the theoretical approaches underlining concepts like human rationality, rational choices, etc... – the presence in the economic-financial context of a reasoning activity like argumentation should not astonish us.

Actually, reasoning is a necessary but not sufficient condition for speaking of argumentation. Reasoning is in fact involved in many other rational activities like demonstration, inquiry, individual decision-making and explanation (cf. van Eemeren & Houtlosser 2005:24; Rigotti & Greco 2005). Though these activities are not totally unrelated to argumentation – as they somehow involve a commitment to rationally *support* a proposition – we properly speak of argumentation as a “verbal, social, and rational activity aimed at convincing a reasonable critic of the acceptability of a standpoint by putting forward a constellation of propositions justifying or refuting the proposition expressed in the standpoint” (van Eemeren & Grootendorst 2003:1).

Following this *dialectical* view<sup>2</sup>, we discover that several argumentative discussions characterize finance and occur each time the acceptance of a certain

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shareholders affect the organization by directly determining the final outcome of the proposal and are intrinsically affected by the deal, as the object of the transaction is their stock.

<sup>2</sup> Because it is dialectical and dialogical, argumentation differs from demonstration, which rather aims at establishing a knowledge rather than persuading (cf. Rigotti & Greco 2005:24). Because it is social, argumentation differs from individual inquiry and decision-making, which is a sort of intra-personal argumentation that lacks of social commitments. Finally, argumentation differs from explanation because the latter starts from a piece of evidence and aims at providing the causes

statement or the consent to a certain proposal is sought: for example, consider a banker trying to convince a client of the profitability of a financial product, counterparties in a deal trying to convince each other of the expediency of the reciprocally proposed terms, financial advertising, a firm needing to raise capital that attempts to persuade potential investors to finance its business, a rating agency justifying a downgrade assigned to a company, etc...

This paper considers a specific communicative activity type of the financial context – analysts and investors conference calls – from an argumentative perspective. On the basis of a concrete example bound to an important and very recent merger story (the failed attempt to combine Barclays and ABN AMRO banks), it is shown that conference calls, apparently conceived for information-seeking/gathering only, actually manifests, implicitly and explicitly, argumentative dialogues, in which corporate managers have to defend the reasonableness of the decisions they made or the expediency of the transactions and investments they are proposing.

## *2. Analysts and investors conference calls*

In the last years, thanks to the development of technologies for distance communication, conferences with investors and analysts have started to be performed online, giving rise to the so-called *conference calls*. The discussion analyzed in this paper is taken from a blended conference, i.e. with people present in the conference room and people connected online, held by two banks, Barclays and ABN AMRO, after having announced a merger agreement.

Originally, companies used to organize analysts conference calls after each quarterly earnings announcement. A selected number of financial analysts participated to the teleconference looking for more detailed information. Eventually, these online meetings have been opened to a less restricted public (Bushee et al. 2003), also because whoever might connect into the conference and potentially participate in the call. Sometimes, this brings unexpected – and also funny – side effects, as it was the case with *Joe Herrick*, a mysterious person who registered himself as a representative of well-know companies (e.g. JP Morgan, Morgan Stanley) and managed to obtain the line, eventually asking amazing questions<sup>3</sup>.

In general, conference calls follow the release of a press announcement (Frankel et al. 1999) that helps analysts and investors to prepare their questions.

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of such an evident state of affair, while the former's starting point is, in Cicero's words, a *res dubia* (cf. Rigotti & Greco 2005:3), giving rise to a disagreement which discussants attempt to resolve by advancing reasons justifying or attacking the questioned standpoint (the *res dubia*).

<sup>3</sup> "Actually, This is...". *The Wall Street Journal Europe*. February 16, 2008.

In contrast with press releases (Jacobs 1999), information disclosed in conference calls shows to be more sophisticated, more detailed, more informally expressed and contains more personal opinions and predictions (Tasker 1998). There is also scientific evidence that conference calls contribute at reducing information asymmetries among investors (Bowen et al. 2002; Brown et al. 2004).

Basically, a conference call is an audio teleconference between corporate managers and various analysts and investors tele-connected. An operator manages the call, organized in two parts (cf. Crawford-Camicciottoli 2007). The first part consists of monological interventions in which corporate managers (at least the Chief Executive Officer and the Chief Financial Officer) present in details the event previously announced – usually the quarterly performance or a M&A proposal – to analysts and investors, temporarily set in a listen-only mode. Then, a discussion is introduced by the call operator who opens the line to participants who, in the *Questions & Answers (Q&A)* phase, have the possibility to ask questions to managers.

In this paper I consider conference calls as a specific *activity type*. The notion of activity type has been developed by Levinson (1979, 1992), who used it for referring to “a fuzzy category whose focal-members are goal-defined, socially constituted, bounded, events with constraint on participants, setting and so on, but above all on the kinds of allowable contributions”. In their model of the communication context, Rigotti & Rocci (2006) characterize *activity type* as the institutional dimension<sup>4</sup> of any communicative interaction. They conceive an activity type as the application of an *interaction scheme* (such as deliberation, information exchanging, negotiation, mediation etc.) onto a piece of social reality, called *interaction field*, which corresponds to the concerned institution, establishing the inter-agents’ joint goal, roles and mutual commitments.

Applying this model to our case, we can say that the concerned interaction field is the financial market, whose shared goal could be roughly defined as the creation of value through sound investments<sup>5</sup>. M&A conferences contribute to achieve this goal by providing – through the activation of an information-giving scheme – analysts and investors with accurate starting points enabling a correct evaluation of the proposed financial deal.

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<sup>4</sup> The other dimension is called *interpersonal*, emphasizing that the institutional roles and commitments established within an interaction field are “executed” by *people*, having personal goals, interests, desires, concerns as well as interpersonal connections that might go far beyond the institutional goal they pursue within the interaction. Thus, agency conflicts may arise between individual desires and institutional commitments.

<sup>5</sup> Financial markets aim at facilitating the meeting between enterprises, having business projects but lacking capital to realize them, and investors, having surplus capital but no idea how to employ them in a productive way. Financial communication exists exactly for this purpose.

### *3. The role of argumentation in Mergers and Acquisitions*

It has become a common practice by listed companies to organize conference calls and presentations with analysts and investors after the announcement of a M&A proposal.

The role of argumentation in M&As is indeed decisive (cf. Palmieri 2008). First of all, managers have to convince shareholders to approve the proposed deal. Also, managers have to face the potential concerns expressed by regulators, who could prevent the transaction if it undermines market competition; by employees and unions, who fight against the risk of lay-offs (cf. Höpner & Jackson 2006); by politicians, who very often interfere for defending the independence of a firm with national importance, like an airline company or a big bank (Cf. Nowak 2001).

Furthermore, an influential role is played by financial analysts who produce valuations and express opinions that may serve as a starting point for the shareholders' final decision (cf. Mahoney 1991). Analysts are usually distinguished into two main categories: *buy-side* analysts, who work exclusively for institutions like mutual and pension funds, potentially interested in investing in the company, and *sell-side* analysts, employed by brokerage firms, like investment banks, for producing evaluations and forecasts for their clients.

Investors and analysts (the investment community) are particularly interested in M&A transactions because of their impact on the financial value of the companies involved. Not by chance, the announcement of M&As is followed by significant (positive or negative) movements in stock prices (cf. Bruner 2004, 2005).

M&A conferences with the investment community follow the announcement of the proposal but precede the shareholders' final decision on the transaction. The phase in which the conference is held is thus extremely delicate as managers have still to obtain the consent from shareholders and other stakeholders.

Therefore, these conferences cannot be considered as "idle" entertainment. They rather constitute a crucial communicative event in which the information exchanged – as our example will show – is expected to be relevant for the final decision making.

### *4. The Barclays - ABN AMRO case*

In 2007, the boards of two important European banks, Barclays from UK and ABN AMRO from The Netherlands, found an agreement for a merger between the two corporations. The terms of the agreement included the sale to

Bank of America (BoFA) of LaSalle, a US division of ABN AMRO, with a break-up fee of €200ml that ABN AMRO should have paid if the transaction would have been eventually cancelled. During the first half of April, rumours were spreading out about a consortium of three banks led by the Royal Bank of Scotland (the other two banks were Fortis and Santander) offering to buy ABN AMRO at a price higher than Barclays' but entailing the cancellation of the LaSalle's spin-off. Despite these rumours, on April 23, ABN AMRO and Barclays disclosed a joint press release in which they announced the merger agreement. The same day, they organized a press conference in the morning and an analysts and investors conference in the afternoon.

On the corporate side, six corporate participants, including Rijkman Groenink, the CEO of ABN AMRO, and John Varley, Barclays CEO, held the conference. On the investment side, fourteen participants intervened by asking questions.

The following excerpt, that I am going to analyze, refers to the Q&A phase of the investor/analysts conference. The transcript was available on both companies' websites<sup>6</sup>. In order to check the correctness of the text the audio file of the conference has been considered too. The Q&A phase starts with a question asked by Christopher Hohn, working for a well-known institutional investor:

#### **A.1. Christopher Hohn: Children Investment Fund**

Just a question for Mr. Groenink – Chris Hohn from the Childrens Investment Fund – Mr. Groenink, can you confirm please in yes or no answer if there is a materially higher bid from the Royal Bank Consortium, conditional on the LaSalle sale being cancelled, that the ABN AMRO Board can choose to terminate the sale, albeit with the break-up fee that's been mentioned in the release?

#### **A.2. Rijkman Groenink: ABN AMRO**

I cannot confirm that, because I don't know of any such bid.

#### **B.1.1. Christopher Hohn: CIF**

Could I request, as a just under 3% shareholder of ABN AMRO, that you make public the detail terms of this break-up clause as soon as possible, preferably today, because my concern as a shareholder is to understand if it is effectively put in as a poison pill to frustrate any RBS bid, or is available to be cancelled by the ABN AMRO Board, if it chooses to do so. I think it's something reasonable and I would request that that's done today. Thank you.

#### **C.1.1. Rijkman Groenink: ABN AMRO**

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<sup>6</sup> The website of publicly traded companies always contains a *Menu* devoted to analysts and investors (usually called *Investor relations* or simply, *Investors*) and, very often, also a separate section for Media (usually called *Media* or *Press*). A subsection usually called *Presentations* contains events belonging to the company's voluntary disclosure, in which we find conference calls and similar presentations held with analysts and investors.

Just to be absolutely clear, which break-up fee are you talking about?

**C.2. Christopher Hohn: CIF**

There is a \$200 million break-up fee for the sale of LaSalle.

**C.1.2. Rijkman Groenink: ABN AMRO**

Yes. Hm... [*expression of consent*]

**B.1.2. Christopher Hohn:**

So my question again is, I would like to have ABN AMRO disclose today whether the sale can be terminated by the ABN AMRO Board – it says in the release that it's terminable within limited circumstances and you have not disclosed what those circumstances are. I would like to know if there is a higher bid for the company that the board would like to accept, and is conditional on the cancellation of that transaction, if the board is able to do so, I think it would be a breach of fiduciary duty if this is not the case. The first thing I would like to know is what the circumstances are and I would strongly request the board to make that public today.

**B.2.1. John Varley: Barclays**

Perhaps I can just comment, which is that I think that the ABN AMRO team has done a spectacularly good job in realizing value for shareholders through the sale agreement that has entered into with Bank of America – a spectacularly good job and in the way that I describe, I think that we have maximized value from an asset that didn't fit particularly well with the new enterprise and we've created the opportunity of a very significant distribution of surplus capital to shareholders thereby. So that is the attitude that I take on the point that you are raising.

**B.2.2. Rijkman Groenink: ABN AMRO**

May I add that of course that as the Management Board and the Supervisory Board of ABN AMRO have accepted the bid of Bank of America for LaSalle, that of course we share the view of John Varley that this is an extremely good bid. We think that there has not been any valuation out there higher than we have managed to extract from the Bank of America. Furthermore, we have negotiated a clause which is today proactively managed by our advisors to invite anybody who has interest to bid for LaSalle, to come in and to do their due diligence. The Bank of America has without any preparation on our side or their side, has done the due diligence in four days and has come up with this extremely valuable bid for ABN AMRO shareholders. Anybody who comes in today will have 14 days and a fully prepared and fully loaded accessible data room. So I think everybody has a full opportunity to make an assessment whether LaSalle is worth more to them than the Bank of America and to make a bid. Any professional bank, fully prepared and has been analysing ABN AMRO for the last few months, should be able to do that in a fortnight. I'm just going to move to the next question, if I may, because I'm very conscious that we've got a lot of people in the room and there are a lot of questions, if you'll allow me to do that.

(ABN AMRO-BARCLAYS investors and analysts conference, 23 April 2007)

Christopher Hohn opens a dialogue game (A.1.) that, following the typology proposed by Walton & Krabbe (1998), can be described as an information-seeking dialogue. His question addresses a typical issue in M&As, i.e. the existence of an alternative, better, offer made by a third party. In this case, Hohn

mentions a precise bid on which rumors were circulating since days<sup>7</sup>: the offer made by the RBS Consortium, which does not include the sale of LaSalle. He wants to know whether the ABN Board is still in the position of accepting this bid. In replying the question, ABN AMRO CEO Rijkman Groenink seems to exploit the unofficial character of the RBS bid (A.2.).

At this point, Hohn insists (B.1.1. and B.1.1.2), revealing that he is a 3% ABN AMRO shareholder and making more explicit his question: he fears that the LaSalle deal has been set up as a poison pill<sup>8</sup> in order to hinder the Consortium's offer and wants to make sure that the management has acted in the shareholders' best interests ("I think it would be a breach of fiduciary duty if this is not the case").

Though the question was addressed to Groenink, the reply initially comes from Barclays CEO, John Varley, who defends the LaSalle sale depicting it as a "spectacularly good job" that has "maximized value" for shareholders (B.2.1.). Then, Groenink (B.2.2.) reasserts the expediency of the BofA's offer. Finally, he terminates the dialogue with the justification that other participants wish to intervene ("there are a lot of people in the room...").

### 5. Analysis of the dialogue

First of all, we have to establish whether and to what extent the dialogue is actually argumentative. A dialogue is argumentative if the two parties involved disagree on a certain position (standpoint) and reasons are put forward in support or against the advanced standpoint. At a first glance, the dialogue we are considering starts with a simple question which does not seem to generate an argumentative discussion.

However, the presence within Hohn's follow-up question (B.1.1.) of significant argumentative indicators – "I think", "It's reasonable" (cf. van Eemeren, Houtlosser, Snoeck Henkemans 2007) – suggests that argumentation is at stake.

According to van Eemeren & Grootendorst (2004), the argumentative dimension of a dialogue can be reconstructed as a *critical discussion*, i.e. an attempt to resolve a disagreement "between a party who defends a certain standpoint, the *protagonist*, and a party who challenges this standpoint, the *antagonist* (van Eemeren, Grootendorst, Snoeck Henkemans 2002:25). The ideal model of critical discussion that they propose consists of four stages that

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<sup>7</sup> See The Wall Street Journal Europe. April 14, 2007.

<sup>8</sup> Poison pills are defense tactics through which target companies damage themselves so that their are no longer attractive for the bidder. Hohn fears that the break-up fee that ABN AMRO should pay to Barclays if the agreed merger would lapse could be exploited by ABN managers to prevent a takeover by the RBS-Consortium.

discussants should go through in the attempt to resolve the disagreement. In the *confrontation stage* the protagonist advances his standpoint and meets with the antagonist's doubts, sometimes implicitly assumed. In the *opening stage*, parties try to agree on the relevant material and procedural starting points. Parties rely on this common basis in the *argumentation stage*, when they put forth reasons to inferentially support/destroy the standpoint. The results of the discussions – whether and in what direction the difference of opinion has been resolved – are established in the *concluding stage*.

In the dialogue here considered, we first of all recognize an argumentative effort made by Hohn to show the objective relevance of the question he initially asked. In front of Groenink's reluctance to answer the question (A.2.) Hohn claims for receiving an answer because of the relevance of its possible implications. The implicit argumentation in support of the standpoint that Groenink has to answer his question is that a question should be answered if it is relevant and that a question is relevant if its answer would decisively modify the concerned state of affair. Hohn refers here to the possibility that ABN AMRO Board has breached the fiduciary duty towards shareholders Hohn ("I think it would be a breach of fiduciary duty if..."). Such possibility actually becomes an object of discussion as it can be inferred by the content of Groenink and Varley's replies (B.2.1.; B.2.2.).

Therefore, applying a maximally argumentative reconstruction, we can single out the following issue:

*did the ABN AMRO Board act in shareholders' best interests by  
selling LaSalle to BofA?*

In relation to this issue, Groenink (with Varley) can be considered protagonist of the standpoint that ABN AMRO management *did* maximize shareholder value (i.e. it did not breached the fiduciary duty towards shareholders).

The position held by Hohn is, instead, rather complex. Apparently, he is not committing to any standpoint but he is only challenging the protagonist to defend his viewpoint, playing in this way the role of antagonist. Alternatively, it is possible and probable<sup>9</sup> that Hohn actually think that the ABN AMRO management has breached the fiduciary duty but, instead of stating it explicitly

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<sup>9</sup> Since months, Chris Hohn was very critical towards the ABN AMRO management board. He and other representatives of The Children Investment Fund publicly expressed their disappointment for the (low) performances of the bank in the previous years and explicitly claimed for a sale, spin-off or merger of ABN AMRO in order to maximize the share value. (See the documents on the 2007 Shareholders Meeting, available on: [www.group.abnamro.com/ir/gsm.cfm](http://www.group.abnamro.com/ir/gsm.cfm)).

and so committing himself to justifying with arguments, he manages to shift the burden of proof totally on the side of Groenink.

*Shifting the burden of proof* is a typical fallacy according to Pragmatic-Dialectics (van Eemeren & Grootendorst 1992) but, in this case, I argue that Hohn is rather realizing a strategic maneuvering (van Eemeren & Houtlosser 2002, 2005). When arguers maneuver strategically they attempt to win the discussion without detaching from the rules guaranteeing the reasonableness of the discussion, i.e. without committing fallacies. Strategic maneuvering foresees specific tasks in each of the four stages of critical discussion. In the *confrontation stage* “each party will attempt to achieve a definition of the disagreement that favors the issues each of the parties wants to discuss and the positions each of them would like to assume”, while in the opening stage each party aims at “establishing the most workable starting points and the most opportune allocation of the burden of proof” (van Eemeren & Houtlosser 2002:138).

In the *confrontation stage*, Hohn expresses his standpoint as an implication of one of the two possible answers to his question: are you still in the position of accepting a higher offer? If the answer is “no”, the breach of fiduciary duty is entailed. Interestingly, also a yes-answer would eventually lead, for other reasons, to the same implication. If the Board is in the position of accepting a higher bid, in order to maximize shareholder value, it should actually realize the higher bid, instead of Barclays’ one.

This strategy allows Hohn to remain coherent with the conditions imposed by the investor/analyst conference call as a specific activity type. Hohn, in fact, is not speaking at the shareholder meeting, where shareholders have the right to go up the stage and express their opinion about managers’ behavior. Conference calls only foresee questions to which managers should answer. In this way, Hohn manages to force Groenink to justify his decision, while remaining a questioner and keeping so a prudent approach.

In the *opening stage*, Hohn shifts the burden of proof entirely on the side on Groenink without violating the *burden-of-proof rule*<sup>10</sup>. In order to do this, he exploits the ontology of the principal-agent relationship<sup>11</sup>, typical of this interaction field, imposing managers to show that the proposal they are advancing is indeed the one maximizing shareholder value. Managers (the agent), in fact, are

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<sup>10</sup> Rule 2 (The burden-of-proof rule): A party who puts forward a standpoint is obliged to defend it if asked to do so.

<sup>11</sup> An agency relationship occurs when a subject (the principal) engages another subject (the agent) to perform some services on his/her behalf. Agency Theory, particularly developed within financial economics theory (Ross 1973; Jensen 1976), considers the principal-agent relationship, in particular the shareholder-manager relation within public corporations, by stressing the potential conflict of interests, called the agency problem, deriving from the non-alignment between the agent’s personal goals and his/her commitments towards the principal, established by the contract ruling their relationship.

institutionally committed to run the company in the best interests of the principal, in this case shareholders, the owners of the firm. This is even more compelling in M&As, as the target of the offer, and so the final decision-makers, are shareholders.

This move is also perfectly consistent with the constraints imposed by the activity type. Unlike press conferences, analysts/investors conference calls are conceived for a type of audience which can be highly involved at the personal level by the object dealt by the conference. For example, presidential press conferences can certainly be characterized by very adversarial questions (cf. Clayman & Heritage 2002), especially from journalists adhering to a different political party. Moreover, journalists are also citizens, thus the main stakeholders of the government's policies. However, when performing their job, we would expect journalists to be impartial and able to separate their personal concerns from their professional duties. The same does not apply with the categories of investors and analysts. By definition, investors hold, potentially or actually, shares in the company, so becoming owners. Analysts, especially buy-side ones, are in a similar position. Therefore, the intervention by shareholders of the firm organizing the conference has not to be considered absolutely out of context but, on the opposite, a natural entailment of this specific context of interaction.

The assumption that managers hold the implicit burden of proving their good conduct finds support in the way in which Hohn's request is replied (B.2.1., B.2.2.). The main concern by both Barclays CEO, John Varley (the first to reply though not directly interrogated by Hohn), and ABN AMRO CEO, seems to be that of showing the expediency of their decisions for shareholders and that the price paid by BofA for LaSalle is really expedient.

We observe that Groenink and Varley never mention the RBS Consortium's bid. Groenink's first reply ("I don't know of any such bid") clearly indicates the strategy adopted by the management: ignoring the RBS Consortium bid and showing the objective expediency of the sale of LaSalle, which works as argument for supporting the standpoint that the Board maximized shareholder value. Here, a fallacious move can be identified. While it could certainly be true that the price paid for LaSalle by BofA has been the highest possible (and so the one maximizing shareholder value), this is not the point raised by Hohn. Hohn's accusation was that the Board failed in preventing a deal with RBS, of which the cancellation of LaSalle is only an implication. In other words, if the sale of LaSalle to BofA prevents the possibility of realizing a better merger, such sale ceases to be expedient as it provides a minor benefit at the expenses of a major benefit (the deal with RBS). Instead of discussing whether or not the LaSalle sale is a poison pill, Groenink and Varley reduce the expediency of the whole transaction to a *local* expediency, deriving from the high price paid by BofA. It is

a clear instance of the *fallacy secundum quid et simpliciter*, which occurs “when a property inhering to one part or aspect is generalized to the whole entity” (Rigotti 2005:9).

The managers’ replies can be considered unsound from the perspective of reasonable argumentation, as they ignore relevant factors concerned by the issue under discussion (cf. Rigotti & Greco 2005: 27-36 for the traits characterizing the reasonable approach of argumentation and Rigotti, Rocci & Greco Morasso 2006, for an in-depth semantic analysis of the concept of reasonableness). In pragma-dialectical terms, such move can be considered a violation Rule 4 of critical discussion<sup>12</sup>, which state that argumentation should be related to the standpoints actually advanced.

We can now summarize the different strategies adopted by the two parties as follows:

- Hohn’s main strategy is to force managers to argumentatively justify their conduct by exploiting the rules and commitments of the interaction field. In doing so, he avoids to directly attacking the interlocutors, remaining attached to the rules governing the specific interaction scheme – questioning rather than asserting.
- Groenink’s strategy mainly consists of focusing on a partial aspect of the deal negotiated, the sale of LaSalle, showing its expediency for shareholders.

## 6. Conclusive remarks

In the context of M&A deals, managers are committed to support their proposal with adequate reasons. The example I have illustrated is interesting in several aspects.

Firstly, it shows that managers are inevitably expected to do something more than disclosing information. Since they are proposing a transaction, they are required to show the expediency of their proposal. In pragma-dialectical terms, managers implicitly assume the role of protagonist in a critical discussion.

Secondly, the participants can be directly involved in the transaction, especially when the questioner is a shareholder, phenomenon that is not expected to occur in traditional press conferences.

In this paper, I limited myself to analyze a single case. However, as numerous further examples might show, similar situations are not rare in investors/analysts conference calls. Participants’ involvement in the subject under

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<sup>12</sup> Rule 4 (The relevance rule): A party may defend his/her standpoint that has indeed been advanced by the other party.

discussion makes analysts/investors conferences a particular type of communicative interaction that clearly differs from traditional press conferences. Further investigation is required for studying more in depth the dialogues in conference calls in contrast with press conferences occurring both in the financial context and in other social contexts, like politics, sport, and entertainment.

The example analyzed also showed the strict relation between argumentation and its context (cf. Rigotti 2006). The specific traits of the activity type in which the discussion takes place impose constraints to the parties' argumentative moves but can also be exploited by discussants for maneuvering strategically.

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