

L'ANALISI LINGUISTICA E LETTERARIA

FACOLTÀ DI SCIENZE LINGUISTICHE E LETTERATURE STRANIERE
UNIVERSITÀ CATTOLICA DEL SACRO CUORE

2

ANNO XVI 2008

EDUCATT - UNIVERSITÀ CATTOLICA DEL SACRO CUORE

L'ANALISI
LINGUISTICA E LETTERARIA

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ANNO XVI 2008

SPECIAL ISSUE

Proceedings of the IADA Workshop
Word Meaning in Argumentative Dialogue

Homage to Sorin Stati

Milan 2008, 15-17 May

VOLUME 2

edited by G. Gobber, S. Cantarini, S. Cigada, M.C. Gatti & S. Gilardoni

L'ANALISI LINGUISTICA E LETTERARIA
Facoltà di Scienze linguistiche e Letterature straniere
Università Cattolica del Sacro Cuore
Anno XVI - 2/2008
ISSN 1122-1917

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Pubblicazione realizzata con il contributo PRIN - anno 2006

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e-mail: editoriale.dsu@unicatt.it (*produzione*); librario.dsu@unicatt.it (*distribuzione*);
web: www.unicatt.it/librario

Redazione della Rivista: redazione.all@unicatt.it - *web:* www.unicatt.it/librario/all

Questo volume è stato stampato nel mese di dicembre 2009
presso la Litografia Solari - Peschiera Borromeo (Milano)

ARGUMENTATIVE DIALOGUES IN MERGERS & ACQUISITIONS (M&As): EVIDENCE FROM INVESTORS AND ANALYSTS CONFERENCE CALLS

RUDI PALMIERI

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 governments¹. 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, the corporate financial communication intervenes in crucial moments of the company's business activities and relevantly contributes to their realization.

Indeed, large part of this communication is argumentative, i.e. it consists of a discourse that presents an opinion (a point of view) and reasons justifying it. If we consider the relevance

¹ 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 acquisitions, in which 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.

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, 2009). Though these activities are not totally unrelated to argumentation 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* view², we discover that several argumentative discussions feature the financial context and occur each time the acceptance of a certain statement or the consent to a certain proposal is sought, like 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 creditors and stockholders to finance its business, a rating agency justifying a downgrade assigned to a company, etc.

In this paper I want to show how a specific activity type, 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 proposed.

2. *Analysts and investors conference calls*

The example I am going to consider refers to a genre of business communicative interactions that consists of conferences with investors and analysts, which in the last years, thanks to the development of technologies for distance communication, 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.

² Because it is dialectical and dialogical, argumentation differs from demonstration, which rather aims at establishing knowledge rather than persuading (cf. Rigotti & Greco 2005:24). Because it is social, argumentation differs from inquiry and individual decision-making, which is a sort of intra-personal argumentation that lacks of social commitments. Finally, argumentation differs from explanation because the latter aims at providing the causes of a state of affair which the counter-party already acknowledges, while the former's starting point is, in Cicero's words, a *res dubia* (cf. Rigotti & Greco 2005:3), giving rise to a disagreement discussants attempt to resolve by advancing reasons justifying or attacking the standpoint (the *res dubia*) at the roots of the disagreement.

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 questions³.

In general, conference calls follow the release of a press announcement (Frankel et al. 1999) that helps analysts and investors to prepare their questions. 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 an M&A proposal – to analysts and investors, temporarily set in a listen-only mode. Then, a dialogical discussion is introduced by the call operator, who opens the line to participants, who, in a Questions-Answers phase (Q&A), have the possibility to ask questions to managers.

In this paper I consider the conference call 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 dimension⁴ of any communicative interaction (Rocci *forthcoming*), where inter-agents are seen as “role-holders” performing specific skills and jobs – *interaction schemes* – embodied within an *interaction field*, i.e. within a social reality establishing the inter-agents’ joint goal and mutual commitments.

³ “Actually, This is...”. *The Wall Street Journal Europe*. February 16, 2008.

⁴ The other dimension is the interpersonal one, where inter-agents are seen as people, i.e. individuals belonging to a community and with personal goals that might go far beyond the institutional goal they have within the interaction. Thus, conflicts may arise between individual desires and institutional commitments.

In our case, the concerned interaction field is the financial market, whose shared goal can be roughly defined as creating value through sound investments⁵. M&A conference calls contribute to realize this goal by providing analysts and investors with accurate information for correctly evaluating the proposed financial deal. The schemes deployed in this activity type are those typically characterizing information-seeking dialogues: questioning, answering, explaining, turn-taking...

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

It has become a common practice by public companies to organize conference calls and presentations with analysts and investors after the announcement of an 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 in *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).

The 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 stakeholders.

Therefore, the conference cannot be considered as an "idle" entertainment. It is indeed a crucial communicative event in which the information exchanged – as our example will show – is expected to be relevant for the final decision-making.

⁵ Financial markets aim at facilitating the meeting between enterprises, having business projects but lacking capital for realizing them, and investors, having surplus capital but no idea how to employ them in a productive way. Financial communication is performed exactly for fulfilling this purpose.

4. *The Barclays – ABN AMRO case*

In 2007, the management boards of two important European banks, Barclays from UK and ABN AMRO from The Netherlands, found an agreement for a merger. 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 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' websites⁶. 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

⁶ 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.

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

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, according to the typology proposed by Walton & Krabbe (1998), should 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 launched by a third party. In this case, Hohn mentions a precise bid on which rumors were circulating⁷ since days: 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 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 pill⁸ in order to hinder the Consortium offer and wants to make sure that the management has acted in 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 indeed argumentative. A dialogue is argumentative (*persuasion dialogue* in the Walton & Krabbe's typology⁹) if the two parties involved disagree on a certain issue and advance reasons

⁷ See The Wall Street Journal Europe. April 14, 2007.

⁸ Poison pills are defense tactics through which target companies damage themselves so that they 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.

⁹ According to Walton & Krabbe (1998) persuasion is only one of the possible dialogue games in which argumentation can intervene. In our view, every time argumentation takes place a persuasion dialogue occurs, because the ultimate goal of arguing is always persuasion. By the way, the specific activity – negotiation, mediation, information seeking, deliberation, etc. – in which an argument intervenes can decisively influence its design, analysis and evaluation.

supporting their own position in respect to the issue. Indeed, the dialogue we are considering starts with a simple question which does not seem to generate a critical 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, Rocci 2008) – suggests a critical discussion is taking place, 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 consists of four stages that discussants should go through in the attempt to solve the disagreement. In the *confrontation stage* the protagonist advances his standpoint and meets with the antagonist's doubts, sometimes implicitly assumed. Before the *argumentation stage*, in which arguments are put forth for supporting/destroying the standpoint, parties have to agree on some starting points. This phase, the *opening stage*, is essential to the development of the discussion because only if a certain common ground exists it is possible for parties to reasonably resolve – in the *concluding stage* – the difference of opinions.

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 indeed single out the following issue:

did 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 breach 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 probable¹⁰ that Hohn actually thinks that the ABN AMRO management has breached the fiduciary duty

¹⁰ 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.abnamro.com/ir/gsm.cfm).

but, instead of stating it explicitly 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 Pragma-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.

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 of Groenink without violating the *burden-of-proof rule*¹¹. In order to do this, he exploits the ontology of the principal-agent relationship¹², 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 held to run the company in the best interests of the principal, being in this case shareholders, as 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 adversar-

¹¹ Rule 2 (The burden-of-proof rule): A party who puts forward a standpoint is obliged to defend it if asked to do so.

¹² 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.

ial 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 both by Barclays CEO, John Varley (the first to reply though not directly interrogated by Hohn), and by 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 2006, for an in-depth semantic analysis of the concept of reasonableness). In pragma-dialectical terms, such move can be interpreted as a violation Rule 4 of critical discussion¹³, which states that argumentation should be related to the standpoints actually advanced.

¹³ Rule 4 (The relevance rule): A party may defend his/her standpoint only by advancing argumentation related to that standpoint.

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 this, he avoids to directly attack the interlocutors, remaining attached to the rules governing the 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, and showing its expediency for shareholders.

6. Conclusive remarks

In the context of M&A deals corporate 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 of 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.

References

- Barone-Adesi, Giovanni (2002). The Role of Inside Information. Financial Disclosure and Value Creation. In: Russ-Mohl, S. & S. Fengler (eds.). *Business Journalism, Corporate Communications, and Newsroom Management*. Lugano: Università della Svizzera Italiana, 63-68.
- Bowen, Robert M., Angela K. Davis & Dawn A. Matsumoto (2002). "Do Conference Calls affect analysts' forecasts?" *The Accounting Review* 77: 285-316.
- Brown, Stephen, Stephen A. Hillegeist & Kin Lo (2004). Conference calls and information asymmetry. *Journal of Accounting and Economics* 37: 343-366.

- Bruner, Robert F. (2004). *Applied Mergers and Acquisitions*. Hoboken, NJ: John Wiley & Sons.
- Bruner, Robert F. (2005). *Deals from Hell. M&A Lessons that Rise Above the Ashes*. Hoboken, NJ: John Wiley & Sons.
- Bushee, Brian J., Dawn A. Matsumoto & Gregory S. Miller (2003). Open versus closed conference calls: the determinants and effects of broadening access to disclosure. *Journal of Accounting and Economics* 34: 149-180.
- Clayman, Steven & John Heritage (2002). Questioning Presidents: Journalistic deference and adversarialness in the press conferences of Eisenhower and Reagan. *Journal of Communication* 52 (4): 749-777.
- Clinch, Greg & Robert E. Verrecchia (1997). Competitive Disadvantage and Discretionary Disclosure in Industries. *Australian Journal of Management* 22 (2): 125-138.
- Corvi, Elisabetta (2000). *Comunicazione d'impresa e investor relation. La gestione della comunicazione economico-finanziaria*. Milano: Egea.
- Crawford Camiciottoli, Belinda (2007). Corporate Earnings Calls: a Hybrid Genre?. In: Fortanet Gomez, I., J. C. Palmer Silvera & M. Ruiz Garrido (eds.). *English for international and intercultural business communication*. Bern: Peter Lang.
- Del Lungo Camiciotti, Gabriella (1998). Financial News Articles and Financial Information Letters: a Comparison. In: Bondi, M. (ed.). *Forms of Argumentative Discourse. Per un'analisi linguistica dell'argomentare*. Bologna: Clueb, 195-205.
- Eemeren, Frans H. van & Rob Grootendorst (1992). *Argumentation, Communication, and Fallacies: A Pragma-Dialectical Perspective*. Hillsdale, NJ: Lawrence Erlbaum Associates.
- Eemeren, Frans H. van & Rob Grootendorst (2003). *A Systematic Theory of Argumentation. The Pragma-Dialectical Approach*. Cambridge: Cambridge University Press.
- Eemeren, Frans H. van, Peter Houtlosser & A. Francisca Snoeck-Henkemans (2007). Argumentative indicators in discourse. *A Pragma-Dialectical Study*. Dordrecht: Springer.
- Eemeren, Frans H. van & Peter Houtlosser (2002). Strategic Maneuvering. Maintaining a Delicate Balance. In: Eemeren, F. H. van & P. Houtlosser (eds.). *Dialectic and Rhetoric: the warp and woof of argumentation analysis*. Dordrecht: Kluwer, 131-159.
- Eemeren, Frans H. van & Peter Houtlosser (2005a). Strategic Maneuvering. In: Dascal, M., F. H. van Eemeren, E. Rigotti, S. Stati, A. Rocci (eds.). *Studies in Communication Sciences: Argumentation in Dialogic Interaction (special issue)*. Lugano: USI, 23-34.
- Eemeren, Frans H. van & Peter Houtlosser (2005b). Theoretical construction and argumentative reality: an analytic model of critical discussion and conventionalised types of argumentative activity. In: Hitchcock, D. & D. Farr (eds.). *The Uses of Argument, Proceedings of a Conference at McMaster University, 18-21 May 2005*: 75-84.
- Frankel, Richard, Marylin Johnson & Douglas J. Skinner (1999). An Empirical Examination of Conference calls as a voluntary disclosure medium. *Journal of Accounting Research* 37: 133-150.
- Grunig James, E. & Fred C. Repper (1992). Strategic Management, Publics, and Issues. In: Grunig, J. E. (ed.). *Excellence in Public Relations and Communication Management*. New Jersey: LEA, 117-157.

- Höpner, Martin & Gregory Jackson (2006). Revisiting the Mannesmann takeover: how markets for corporate control emerge. *European Management Review* 3: 142-155.
- Jacobs, Geert (1999). Preformulating the News. An analysis of the metapragmatics of press releases. Amsterdam: John Benjamins.
- Jensen, Michael. & William H. Meckling (1976). Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure. *Journal of Financial Economics* 3 (4): 305-360.
- Levinson, Stephen C. (1979, 1992). Activity type and language. *Linguistics* 17. Reprinted in: Drew, P. & J. Heritage (eds). *Talk at work*. Cambridge: Cambridge University Press, 66-100.
- Lerbinger, Otto (2006). *Corporate Public Affairs*. New Jersey: LEA.
- Mahoney, William F. (1991). *Investor Relations. The professional guide to Financial Marketing and Communications*. New York: New York Institute of Finance.
- Nowak, Eric (2001). Recent Developments in German Capital Markets and Corporate Governance. *Journal of Applied Corporate Finance* 14 (3): 35-48.
- Palmieri, Rudi (2008). Reconstructing argumentative interactions in M&A offers. *Studies in Communication Sciences* 8 (2): 279-302.
- Rigotti, Eddo (2005). Towards a typology of manipulative processes. In: Schulz, P. & L. de Saussure (eds.). *Manipulation in the totalitarian ideologies of the twentieth century*. Amsterdam/Philadelphia: Benjamins, 61-83.
- Rigotti, Eddo (2006). Relevance of context-bound loci to Topical Potential in the Argumentation Stage. *Argumentation* 20: 519-540.
- Rigotti, Eddo & Sara Greco (2005). *Introducing Argumentation*. Argumentum eLearning Module. www.argumentum.ch.
- Rigotti Eddo & Sara Greco Morasso (forthcoming). Argumentation as an object of interest and as a social and cultural resource. In: Muller-Mirza N. & Perret-Clermont, A.N. (eds). *Argumentation and Education*. New York: Springer.
- Rigotti, Eddo & Andrea Rocci (2006). Towards a definition of communication context. Foundations of an interdisciplinary approach to communication. In: Colombetti, Marco (ed.). *Studies in Communication Sciences: Communication sciences as a multidisciplinary enterprise (special issue)*. Lugano: USI, 155-180.
- Rigotti, Eddo, Andrea Rocci & Sara Greco (2006). The semantic of reasonableness. In: Houtlosser, Peter and A. van Rees (eds). *Considering Pragma-Dialectics*. Mahwah NJ / London: Lawrence Erlbaum Associates: 257-274.
- Rocci, Andrea (2008). Modality and its Conversational Backgrounds in the Reconstruction of Argumentation. *Argumentation* 22: 165-189.
- Rocci, Andrea (forthcoming). Analysing and evaluating persuasive media discourse in context. In: Burger, M. (ed.). *L'analyse linguistique des discours des médias: théories, méthodes et enjeux*. Québec: Editions Nota Bene.
- Ross, Stephen. A. (1973). The Economic Theory of Agency: The Principal's problem. *The American Economic Review* 63 (2): 134-139.

Snehota Ivan (2004). Perspectives and theories of market. In: Håkanson, H., D. Harrison & A. Waluszewski (eds.) *Rethinking Marketing. Developing a new understanding of markets*. Hoboken NJ: John Wiley & Sons, 15-32.

Tasker, Sarah C. (1998). Bridging the information Gap. Quarterly Conference calls as a Medium for Voluntary Disclosure. *Review of Accounting Studies* 3: 137-167.

Verrecchia, Robert E. (1983). Discretionary disclosure. *Journal of Accounting and Economics* 5: 179–194.

Walton, Douglas N. & Erik. C. W. Krabbe (1998). *Commitment in Dialogue. Basic Concepts of Interpersonal Reasoning*. Albany: State University of New York Press.