

A wide-angle photograph of a city skyline, likely New York City, viewed from across a body of water. The foreground shows the water's surface with gentle ripples. In the middle ground, there is a row of older, multi-story brick buildings with dark roofs. Behind these, a dense cluster of modern skyscrapers rises against a clear blue sky. The buildings vary in height and design, including several cylindrical towers and rectangular high-rises. A few construction cranes are visible in the distance. The overall scene is bright and clear, suggesting a sunny day.

Andreas Krause

Chapter 6.2
Accepting merger offers

Outline

- Problem and model assumptions
- Fixed fee contract
- Conditional fee contract
- Contingent fee contract
- Summary

- Problem and model assumptions
- Fixed fee contract
- Conditional fee contract
- Contingent fee contract
- Summary

Investment banking advice

Investment banking advice

- ▶ Investment banks advise clients on whether to **accept** a merger offer being made to them

Investment banking advice

- ▶ Investment banks advice clients on whether to accept a merger offer being made to them
- ▶ Investment banks advice clients on **making** merger offers for companies they want to acquire

Investment banking advice

- ▶ Investment banks advice clients on whether to accept a merger offer being made to them
- ▶ Investment banks advice clients on making merger offers for companies they want to acquire
- ▶ This advice might be **biased** in order to maximize the profits of investment banks rather than the surplus of clients

Investment banking advice

- ▶ Investment banks advise clients on whether to accept a merger offer being made to them
- ▶ Investment banks advise clients on making merger offers for companies they want to acquire
- ▶ This advice might be biased in order to maximize the profits of investment banks rather than the surplus of clients

Merger offers

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π if the original offer is rejected

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π if the original offer is rejected
- ▶ A merger offer by a bidder with surplus V_L is considered

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π if the original offer is rejected
- ▶ A merger offer by a bidder with surplus V_L is considered and it is **certain** the target will accept this

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π if the original offer is rejected
- ▶ A merger offer by a bidder with surplus V_L is considered and it is certain the target will accept this
- ▶ Alternatively, an offer with surplus $V_H > V_L$ can also be made

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π if the original offer is rejected
- ▶ A merger offer by a bidder with surplus V_L is considered and it is certain the target will accept this
- ▶ Alternatively, an offer with surplus $V_H > V_L$ can also be made, but it will only be accepted with probability π

Merger offers

- ▶ Assume a merger offer to a target with their surplus being V_L has been made and can be accepted
- ▶ A better offer with surplus $V_H > V_L$ can happen with probability π if the original offer is rejected
- ▶ A merger offer by a bidder with surplus V_L is considered and it is certain the target will accept this
- ▶ Alternatively, an offer with surplus $V_H > V_L$ can also be made, but it will only be accepted with probability π

Investment banking cost

Investment banking cost

- ▶ If the current offer V_L is **accepted** investment banks have costs C^*

Investment banking cost

- ▶ If the current offer V_L is accepted investment banks have costs C^*
- ▶ If the offer is **rejected**, the costs increase to $C > C^*$

Investment banking cost

- ▶ If the current offer V_L is accepted investment banks have costs C^*
- ▶ If the offer is rejected, the costs increase to $C > C^*$
- ▶ We investigate the **optimal decision** of **clients** to accept or reject V_L

Investment banking cost

- ▶ If the current offer V_L is accepted investment banks have costs C^*
- ▶ If the offer is rejected, the costs increase to $C > C^*$
- ▶ We investigate the optimal decision of clients to accept or reject V_L
- ▶ and the **optimal advice** of investment banks

Investment banking cost

- ▶ If the current offer V_L is accepted investment banks have costs C^*
- ▶ If the offer is rejected, the costs increase to $C > C^*$
- ▶ We investigate the optimal decision of clients to accept or reject V_L
- ▶ and the optimal advice of investment banks

- Problem and model assumptions
- **Fixed fee contract**
- Conditional fee contract
- Contingent fee contract
- Summary

Client decision

Client decision

- ▶ Regardless of the decision of the client, the investment bank charges a fee F

Client decision

- ▶ Regardless of the decision of the client, the investment bank charges a fee F
- ▶ Clients accepting the low offer, obtain the **low surplus** and pay the **fee** to the investment bank

- ▶ $V_L - F$

Client decision

- ▶ Regardless of the decision of the client, the investment bank charges a fee F
- ▶ Clients accepting the low offer, obtain the **low surplus** and pay the **fee** to the investment bank
- ▶ Clients holding out for a high offer, obtain the **high surplus** only if such an **offer is made** and pay the **fee** regardless of the outcome

- ▶ $V_L - F \quad \pi V_H - F$

Client decision

- ▶ Regardless of the decision of the client, the investment bank charges a fee F
- ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
- ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee regardless of the outcome
- ▶ They prefer the low offer if the net surplus is **bigger**
- ▶ $V_L - F \geq \pi V_H - F$

Client decision

- ▶ Regardless of the decision of the client, the investment bank charges a fee F
 - ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
 - ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee regardless of the outcome
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $V_L - F \geq \pi V_H - F$
- $\Rightarrow \pi \leq \pi_C^* = \frac{V_L}{V_H}$

Client decision

- ▶ Regardless of the decision of the client, the investment bank charges a fee F
 - ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
 - ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee regardless of the outcome
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $V_L - F \geq \pi V_H - F$
- $\Rightarrow \pi \leq \pi_C^* = \frac{V_L}{V_H}$

Investment bank advice

Investment bank advice

- ▶ For low offers, investment banks obtain the **fee** from their client and face their **costs**

- ▶ $F - C^*$

Investment bank advice

- ▶ For low offers, investment banks obtain the **fee** from their client and face their **costs**
- ▶ For high offers, investment banks obtain the **fee** from their client and face their **costs**
- ▶ $F - C^* \quad F - C$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $F - C^* \geq F - C$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client and face their costs
- ▶ They prefer the low offer if the net surplus is **bigger**
- ▶ $F - C^* \geq F - C$
- ▶ As $C > C^*$ the investment bank would always advice **accepting** the low offer

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $F - C^* \geq F - C$
- ▶ As $C > C^*$ the investment bank would always advice accepting the low offer
- ▶ A **conflict of interest** emerges if $\pi > \pi_C^*$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $F - C^* \geq F - C$
- ▶ As $C > C^*$ the investment bank would always advice accepting the low offer
- ▶ A conflict of interest emerges if $\pi > \pi_C^*$

- Problem and model assumptions
- Fixed fee contract
- **Conditional fee contract**
- Contingent fee contract
- Summary

Client decision

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is **completed**

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is completed
- ▶ Clients accepting the low offer, obtain the **low surplus** and pay the **fee** to the investment bank

- ▶ $V_L - F$

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is completed
- ▶ Clients accepting the low offer, obtain the **low surplus** and pay the **fee** to the investment bank
- ▶ Clients holding out for a high offer, obtain the **high surplus** only if such an **offer is made** and pay the **fee** only in this case
- ▶ $V_L - F \quad \pi (V_H - F)$

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is completed
- ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
- ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $V_L - F \geq \pi (V_H - F)$

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is completed
 - ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
 - ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $V_L - F \geq \pi (V_H - F)$
- $\Rightarrow \pi \leq \pi_C^{**} = \frac{V_L - F}{V_H - F} < \pi_C^*$

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is completed
 - ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
 - ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $V_L - F \geq \pi (V_H - F)$
- $\Rightarrow \pi \leq \pi_C^{**} = \frac{V_L - F}{V_H - F} < \pi_C^*$
- ▶ The offer is less likely to be accepted than with fixed fees as the fee is not payable if the merger does **not commence** at the higher surplus

Client decision

- ▶ A fixed fee F is only payable to the investment bank if the merger is completed
 - ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
 - ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $V_L - F \geq \pi (V_H - F)$
- $\Rightarrow \pi \leq \pi_C^{**} = \frac{V_L - F}{V_H - F} < \pi_C^*$
- ▶ The offer is less likely to be accepted than with fixed fees as the fee is not payable if the merger does not commence at the higher surplus

Investment bank advice

Investment bank advice

- ▶ For low offers, investment banks obtain the **fee** from their client and face their **costs**

- ▶ $F - C^*$

Investment bank advice

- ▶ For low offers, investment banks obtain the **fee** from their client and face their **costs**
- ▶ For high offers, investment banks obtain the **fee** from their client **if a better offer arrives** and face their **costs**
- ▶ $F - C^* \quad \pi F - C$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $F - C^* \geq \pi F - C$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is **bigger**

$$\text{▶ } F - C^* \geq \pi F - C$$

$$\Rightarrow \pi \leq \pi_B^{**} = 1 + \frac{C - C^*}{F}$$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
 - ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $F - C^* \geq \pi F - C$
- $\Rightarrow \pi \leq \pi_B^{**} = 1 + \frac{C - C^*}{F}$ and hence $\pi_B^{**} > 1$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
 - ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $F - C^* \geq \pi F - C$
- ⇒ $\pi \leq \pi_B^{**} = 1 + \frac{C - C^*}{F}$ and hence $\pi_B^{**} > 1$
- ▶ The investment bank would always advice **accepting** the low offer

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
 - ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $F - C^* \geq \pi F - C$
- ⇒ $\pi \leq \pi_B^{**} = 1 + \frac{C - C^*}{F}$ and hence $\pi_B^{**} > 1$
- ▶ The investment bank would always advice accepting the low offer
 - ▶ A **conflict of interest** emerges if $\pi > \pi_C^{**}$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
 - ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $F - C^* \geq \pi F - C$
- ⇒ $\pi \leq \pi_B^{**} = 1 + \frac{C - C^*}{F}$ and hence $\pi_B^{**} > 1$
- ▶ The investment bank would always advice accepting the low offer
 - ▶ A conflict of interest emerges if $\pi > \pi_C^{**}$ and as $\pi_C^{**} < \pi_C^*$ the conflict of interest covers a **wider** range

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
 - ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $F - C^* \geq \pi F - C$
- ⇒ $\pi \leq \pi_B^{**} = 1 + \frac{C - C^*}{F}$ and hence $\pi_B^{**} > 1$
- ▶ The investment bank would always advice accepting the low offer
 - ▶ A conflict of interest emerges if $\pi > \pi_C^{**}$ and as $\pi_C^{**} < \pi_C^*$ the conflict of interest covers a wider range

- Problem and model assumptions
- Fixed fee contract
- Conditional fee contract
- **Contingent fee contract**
- Summary

Client decision

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is **completed**

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is completed
- ▶ Clients accepting the low offer, obtain the **low surplus** and pay the **fee** to the investment bank

- ▶ $V_L - fV_L$

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is completed
- ▶ Clients accepting the low offer, obtain the **low surplus** and pay the **fee** to the investment bank
- ▶ Clients holding out for a high offer, obtain the **high surplus** only if such an **offer is made** and pay the **fee** only in this case
- ▶ $V_L - fV_L \geq \pi(V_H - fV_H)$

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is completed
- ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
- ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
- ▶ They prefer the low offer if the net surplus is **bigger**
- ▶ $V_L - fV_L \geq \pi (V_H - fV_H)$

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is completed
 - ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
 - ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $V_L - fV_L \geq \pi(V_H - fV_H)$
- $\Rightarrow \pi \leq \pi_C^{***} = \frac{V_L}{V_H} = \pi_C^*$

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is completed
- ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
- ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $V_L - fV_L \geq \pi(V_H - fV_H)$
- ⇒ $\pi \leq \pi_C^{***} = \frac{V_L}{V_H} = \pi_C^*$
- ▶ Clients have the **same** threshold for accepting a merger offer than with **fixed fees**

Client decision

- ▶ Clients pay the investment bank a fraction of their surplus if the merger is completed
- ▶ Clients accepting the low offer, obtain the low surplus and pay the fee to the investment bank
- ▶ Clients holding out for a high offer, obtain the high surplus only if such an offer is made and pay the fee only in this case
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $V_L - fV_L \geq \pi (V_H - fV_H)$
- ⇒ $\pi \leq \pi_C^{***} = \frac{V_L}{V_H} = \pi_C^*$
- ▶ Clients have the same threshold for accepting a merger offer than with fixed fees

Investment bank advice

Investment bank advice

- ▶ For low offers, investment banks obtain the **fee** from their client and face their **costs**

- ▶ $fV_L - C^*$

Investment bank advice

- ▶ For low offers, investment banks obtain the **fee** from their client and face their **costs**
- ▶ For high offers, investment banks obtain the **fee** from their client **if a better offer arrives** and face their **costs**
- ▶ $fV_L - C^*$ $\pi fV_H - C$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $fV_L - C^* \geq \pi fV_H - C$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is **bigger**

$$\begin{aligned} & \text{▶ } fV_L - C^* \geq \pi fV_H - C \\ \Rightarrow & \pi \leq \pi_B^{***} = \frac{V_L}{V_H} + \frac{C - C^*}{fV_H} \end{aligned}$$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
 - ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
 - ▶ They prefer the low offer if the net surplus is bigger
 - ▶ $fV_L - C^* \geq \pi fV_H - C$
- $\Rightarrow \pi \leq \pi_B^{***} = \frac{V_L}{V_H} + \frac{C - C^*}{fV_H}$
- ▶ If $f(V_H - V_L) > C - C^*$, then $\pi_B^{***} < 1$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $fV_L - C^* \geq \pi fV_H - C$
- ⇒ $\pi \leq \pi_B^{***} = \frac{V_L}{V_H} + \frac{C - C^*}{fV_H}$
- ▶ If $f(V_H - V_L) > C - C^*$, then $\pi_B^{***} < 1$ and the investment bank does **not always** advise to accept the initial offer

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $fV_L - C^* \geq \pi fV_H - C$
- ⇒ $\pi \leq \pi_B^{***} = \frac{V_L}{V_H} + \frac{C - C^*}{fV_H}$
- ▶ If $f(V_H - V_L) > C - C^*$, then $\pi_B^{***} < 1$ and the investment bank does not always advise to accept the initial offer
- ▶ The conflict of interest is **reduced** as $\pi_C^{***} = \pi_C^* < \pi < \pi_B^{***} < 1$

Investment bank advice

- ▶ For low offers, investment banks obtain the fee from their client and face their costs
- ▶ For high offers, investment banks obtain the fee from their client if a better offer arrives and face their costs
- ▶ They prefer the low offer if the net surplus is bigger
- ▶ $fV_L - C^* \geq \pi fV_H - C$
- ⇒ $\pi \leq \pi_B^{***} = \frac{V_L}{V_H} + \frac{C - C^*}{fV_H}$
- ▶ If $f(V_H - V_L) > C - C^*$, then $\pi_B^{***} < 1$ and the investment bank does not always advise to accept the initial offer
- ▶ The conflict of interest is reduced as $\pi_C^{***} = \pi_C^* < \pi < \pi_B^{***} < 1$

Minimum offers

Minimum offers

- ▶ Re-arranging the minimum probabilities for clients and investment banks we get the **minimum offers** that would induce clients to accept an offer and investment bank to advise to accept

Minimum offers

- ▶ Re-arranging the minimum probabilities for clients and investment banks we get the minimum offers that would induce clients to accept an offer and investment bank to advise to accept
- ▶ $V_L^C \geq \pi V_H$
 $V_L^B \geq \pi V_H - \frac{C-C^*}{f}$

Minimum offers

- ▶ Re-arranging the minimum probabilities for clients and investment banks we get the minimum offers that would induce clients to accept an offer and investment bank to advise to accept
- ▶ $V_L^C \geq \pi V_H$
 $V_L^B \geq \pi V_H - \frac{C-C^*}{f}$
- ▶ Investment banks would advise to accept offers with lower benefits than is optimal for their clients

Minimum offers

- ▶ Re-arranging the minimum probabilities for clients and investment banks we get the minimum offers that would induce clients to accept an offer and investment bank to advise to accept
- ▶ $V_L^C \geq \pi V_H$
 $V_L^B \geq \pi V_H - \frac{C-C^*}{f}$
- ▶ Investment banks would advise to accept offers with lower benefits than is optimal for their clients

- Problem and model assumptions
- Fixed fee contract
- Conditional fee contract
- Contingent fee contract
- **Summary**

Reduced conflicts of interest

Reduced conflicts of interest

- ▶ Fixed and conditional fee contracts would have the investment bank **always** advise to accept an offer

Reduced conflicts of interest

- ▶ Fixed and conditional fee contracts would have the investment bank always advise to accept an offer
- ▶ Contingent fee contracts **distort** the advice given by investment banks the **least**

Reduced conflicts of interest

- ▶ Fixed and conditional fee contracts would have the investment bank always advise to accept an offer
- ▶ Contingent fee contracts distort the advice given by investment banks the least
- ▶ Investment banks will recommend clients to **accept** offers that provide **too small surplus**

Reduced conflicts of interest

- ▶ Fixed and conditional fee contracts would have the investment bank always advise to accept an offer
- ▶ Contingent fee contracts distort the advice given by investment banks the least
- ▶ Investment banks will recommend clients to accept offers that provide too small surplus

Investment bank incentives

Investment bank incentives

- ▶ Investment banks have **limited incentive** to wait for an improved offer

Investment bank incentives

- ▶ Investment banks have limited incentive to wait for an improved offer
- ▶ The **higher surplus** has to be weighed against the **uncertainty** of the merger commencing

Investment bank incentives

- ▶ Investment banks have limited incentive to wait for an improved offer
- ▶ The higher surplus has to be weighed against the uncertainty of the merger commencing and the higher **costs**

Investment bank incentives

- ▶ Investment banks have limited incentive to wait for an improved offer
- ▶ The higher surplus has to be weighed against the uncertainty of the merger commencing and the higher costs
- ▶ This causes investment banks to advise **accepting** offers that are giving **low surplus**

Investment bank incentives

- ▶ Investment banks have limited incentive to wait for an improved offer
- ▶ The higher surplus has to be weighed against the uncertainty of the merger commencing and the higher costs
- ▶ This causes investment banks to advise accepting offers that are giving low surplus



This presentation is based on
Andreas Krause: *Theoretical Foundations of Investment Banking*, Springer Verlag 2024 Copyright © 2024 by Andreas Krause

Picture credits:

Cover: The wub, CC BY-SA 4.0 <https://creativecommons.org/licenses/by-sa/4.0>, via Wikimedia Commons, https://commons.wikimedia.org/wiki/File:Canary_Wharf_from_Greenwich_riverside,2022-03-18.jpg

Back: Seb Tyler, CC BY 3.0 <https://creativecommons.org/licenses/by/3.0>, via Wikimedia Commons, https://commons.wikimedia.org/wiki/File:Canary_Wharf_Panorama_Night.jpg

Andreas Krause
Department of Economics
University of Bath
Claverton Down
Bath BA2 7AY
United Kingdom

E-mail: mnsak@bath.ac.uk