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When rules run out: Cicero's *De Officiis* and the ethics of transparency in commercial transaction

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Abstract: Cicero's *De Officiis* confronts a problem that remains unresolved in modern business ethics: why should an agent choose the ethical course of action when the alternative carries a clear financial advantage? This paper addresses that question by applying the guidelines Cicero establishes in Books 1 and 2 to the two *exempla* of Book 3: the Alexandrian merchant who withholds knowledge of incoming grain ships from a famine-stricken Rhodes, and the house seller who conceals structural defects from an unknowing buyer. Through this analysis, the paper demonstrates that Cicero's thesis, that the *honestum* is always truly utile, holds in concrete instances of economic exchange, and that this is a structural argument rather than a moral exhortation. The argument proceeds by resolving three tensions that arise in the cases: between permissible non-disclosure and wrongful concealment, between civil and natural law, and between disclosure obligations and competing duties. Building on Julia Annas's claim that Cicero misreads the debate between Diogenes and Antipater by creating a conflict where none exists, this paper shows that the two interlocutors occupy complementary rather than competing vantage points. They are establishing a legal baseline and a moral ceiling within the same structure. Taking into account Karl Homann's challenge that individual moral motivation is structurally insufficient under competitive conditions, the paper also argues that Cicero's framework is itself systemic. Justice and *fides* are not only private virtues but also institutional conditions, and their erosion destroys the foundations of commerce rather than merely diminishing individual reputation. The paper concludes that Cicero's ethical guidelines provide a framework for deliberating in the gap between what institutional rules require and what human fellowship demands. In doing so, the paper shows that Cicero not only anticipates but reframes the terms on which modern accounts of corporate social responsibility and stakeholder obligation rest.

Keywords: information asymmetry, obligation, corporate social responsibility, stakeholder obligation, duty.

Introduction

While Cicero's *De Officiis* is widely interpreted as a foundational text in moral and political philosophy, its contributions to economic thought have received comparatively little attention. In Book 3 Cicero presents many case studies or *exempla* which raise fundamental questions about the boundary between legal and moral duty, and what the answer means for the stability of institutions like commerce. Among these cases, two will be discussed in this paper: an Alexandrian merchant who is aware of incoming ships and a house seller who holds information about certain defects in his property. The agents in both examples possess information, if undisclosed, brings them a financial advantage. Given that silence brings a clear financial advantage to both agents, the central question is: why should the agents choose to do otherwise?

The argument of the paper is that Cicero's ethical guidelines from Books 1 and 2, when used to look at the two case studies, create a way of thinking about ethical decision-making in the economy. The cases are more than just deciding whether silence is a morally justified action. They ask us to consider when disclosure is needed, why lack of transparency or asymmetry of information creates an ethical obligation and how silence affects not only individual transaction but also the foundation of institutions like commerce. This model does more than simply balance legal norms against moral duties; it advances the thesis that the truly ethical choice is, upon correct analysis, the only genuinely advantageous one. Cicero thus gives us an insight into how ethical choice and transparency enable institutions such as commerce to function properly [1]. In the following passages the two cases will be laid out along with the issues arising from them.

An Alexandrian merchant, a good man, is sailing to the famine-stricken island of Rhodes with a cargo of grain (*Off.* 3.50). He knows that other grain ships are following close behind, but he will be the first to arrive. The question is whether he must disclose this information or if he may remain silent to sell at the highest possible price. Is keeping silent base in this case? Antipater, one of the interlocutors, argues for full disclosure, asserting that one ought to serve human society, where 'one's own benefit is the common benefit, and the common benefit is one's own benefit' (*Off.* 3.52). To conceal that plentiful relief

is on its way would be wrong and a violation of the bonds of human fellowship. Diogenes, the other interlocutor, in contrast, argues that the merchant's only duty is to 'reveal defects as dictated by civil law and the rest should be carried out without deception' (*Off.* 3.51). The seller's goal is to sell, without deception, as profitably as possible, and this does not require him to disclose everything that might be in the buyer's interest; there is a crucial distinction between active concealment and merely remaining silent. Diogenes even challenges Antipater's premise about fellowship, asking if it truly means that 'nothing belongs to anyone individually'? If so, he retorts, then 'nothing should be sold, but everything should be given away' (*Off.* 3.53).

The second case involves a good man selling a house with defects he knows (it is not healthful and poorly constructed) but which otherwise has a reputation for being a sound dwelling (*Off.* 1.54). If he does not disclose these facts and sells the house for considerably more than he expected, has he acted unjustly? Here again, Antipater holds that it is wrong for the seller to allow a buyer to 'rush headlong and through ignorance' into a bad purchase (*Off.* 3.55). He claims it is not just refusing 'to set a man on the right way' but deliberately leading him astray (*Off.* 3.55). Diogenes counters that the seller 'did not force the buyer into the purchase'; he sold what he disliked, and the buyer purchased what he liked (*Off.* 3.55). After all, if we do not condemn sellers who use pompous language in advertising, we should hardly condemn one who did not praise the house at all. The buyer should exercise his own judgment. Ultimately, Cicero sides with Antipater, concluding that in both cases, neither the merchant nor the house-seller should have concealed the information. He argues that this is not a case of merely remaining silent, but of wrongful concealment for one's own advantage.

Both these cases have the following issues: the law does not require the agents to disclose the information and that there is information asymmetry. These cases are particularly relevant for understanding the need for transparency in decision-making in economic contexts because they uniquely illustrate Cicero's arguments through competing interests and clear lines of responsibility. His approach is not merely illustrative but formative: each *exemplum* tests and shapes ethical understanding, demonstrating a context-sensitive moral reasoning that recognizes complexity rather than prescribing uniform

solutions. By situating these economic actions within his broader philosophy, this paper addresses the enduring tension between self-interest and the common good. The analysis of these cases allows us to understand where Cicero locates responsibility and what precepts lie at the base of a truly ethical economic decision—one that considers not just the agent, but how the action affects others.

The analysis demonstrates that, for Cicero, one's responsibility extends beyond personal financial gain to include societal well-being. This exploration of how individual moral decisions contribute to the stability of the community can be extended beyond individuals to consider the ethical functioning of states and other large organizations. To develop this argument, the paper will first lay out the basic guidelines from Books 1 and 2. It then examines the distinction between two types of silence: not telling and concealing, where the discussion reveals the conditions that make withholding information a moral wrong. Next it explores the relation between civil and natural law, showing that Diogenes and Antipater provide complementary perspectives, a legal floor and a moral ceiling, rather than contradictory positions. Finally, it applies Cicero's criteria for resolving competing duties, which demonstrates that disclosure is required even if the agents were facing obligations to family, employees and so on, when the duties are weighed in accordance with the hierarchy of relations and circumstance criterion. The paper then culminates in the conclusion which draws on Cicero's *praecepta* from Books 1 and 2 to show how fundamental principles establish transparency as a necessity.

De Officiis in scholarly discussion

There are risks to applying the general idea that *honestum* always brings *utile* to the modern-day context. As Homann points out in his critique of traditional moral ideas, relying on 'goodwill' or internal moral motivation is often fruitless because it treats morality as a personal choice rather than a systemic norm (Homann 1994, p. 26; Homann 1999, p. 176). Under competitive conditions, an actor who unilaterally adopts high-cost moral behaviours (e.g., higher wages or environmental standards) without systemic protection will be exploited by greedier or less morally motivated competitors. This exploitation leads to a

'crowding out' effect where moral agents are forced out of the market, eventually leaving only non-moral agents to define the industry. Thus, one can infer that the concept of 'morality' functioning within economic settings cannot be based on altruistic or self-sacrificing motives, but rather on something else.

Cicero and Karl Homann seem to agree on one point in that regard. That is, self-interest which is viewed as pure monetary egoism rather than a neutral driver for individual advantage (which includes everything an agent values such as dignity or a good life) is detrimental to such a system. The conflict lies in advantage drawn from actions leading to one-sided profit and mutual advantage where both parties gain something (Homann 1999, pp. 181–182). Morality should be moved from the individual's 'motive' to the 'rules of the game' (the institutional framework). This would mean that actions that follow these rules are automatically moral because the rules are designed to produce the common good as a byproduct of self-interested play.

By defining the 'morally right' within the rules, it seems, Homann seeks to 'automatize' moral outcomes, reducing the need for constant, agonizing moral deliberation by the agent during economic activity. Despite this structural automatization, agents must still possess the meta-skill to differentiate between different spheres of life. Agents must learn to recognize when they are in a 'system situation', where they must follow incentives/rules to avoid exploitation, and where morality works (Homann 1999, p. 183; Homann 1997, pp. 202, 207). This begs the question of the influence a given institution and its framework has on an agent's ability to make an ethical choice.

For Cicero, the system does not limit which ethical choices are available to an agent, but rather defines what duties are required of them. A statesman, for instance, must address the needs of everyone without playing favourites (*Off.* 1.85). Acting ethically is not, for Cicero, a choice one makes but a duty one must fulfil. When one fulfils one's duty, one lives a morally good life (*Off.* 1.4).

Where the connection to systemic conditions becomes visible is in Cicero's deep sensitivity to situation (to time, place, circumstance, and *persona*). As Langlands has shown in her discussion of Roman *exempla* and situational ethics, Cicero and the Stoics were developing what is today recognised as situational ethics (Langlands 2011, p. 101). The Pericles example illustrates

this clearly: calling someone beautiful while occupying an official position is contrary to moral correctness, whereas the same remark in a different setting, such as the gymnasium, is not (*Off.* 1.144). It is the system and structure of the situation that defines what is correct, which in turn defines what the correct duty is. The four personae theory (*Off.* 1.107–117) [2] operates in a similar, though distinct, manner: one must act within their given persona and framework because that is what is most appropriate to the person in a given situation. While there are important differences between the four personae theory and the way systemic conditions guide ethical action, one can draw the parallel of how a framework informs and shapes the making of an ethical choice.

This means that systemic structures are not external constraints that limit the *vir bonus*, a good man, from the outside. They are internal to the deliberative process itself. The *vir bonus* is not meant to rise above all circumstances and rules, but to take into consideration all the information and boundaries available to him when making the right choice. The moral ideals, that is, *honestum*, justice, beneficence, and the common good remain constant. What varies is how those ideals translate and apply to a particular situation.

This, however, means the burden of discerning the demands of the institutions, and the moral correctness of the actions falls heavily on the agent. Homann's starting point is that individuals are caught constantly deliberating between moral action and economically advantageous action. His resolution is to relocate morality away from the individual's motive and into the rules of the game, the *Rahmenordnung*. If the rules are designed to produce the common good as a byproduct of self-interested play, then moral outcomes are automatized, and the burden of constant moral deliberation is lifted from the agent. However, as Aßländer and Nutzinger point out, Homann's strict *Vorteilslogik*, where behaviour is steered entirely by incentives, risks doing away with blame and guilt, the very internal compass that often guides an agent's sense of whether an action is moral at all (Aßländer & Nutzinger 2010, p. 63).

Cicero is not entirely at odds with Homann on the role of systemic structures. For Cicero, a good *Republic* is one whose laws make no discrimination and provide the opportunity for justice (*De Republica* 1.48–49) [3]. This indicates

that he does not place the entire burden of moral norms on the individual agent. As Aßländer and Nutzinger also note, the *Rahmenordnung* can frame the rules of right and wrong but it cannot account for every nuance (Aßländer & Nutzinger 2010). It is precisely here that Cicero's *good man* becomes indispensable.

Where Homann's framework reaches its limit, Cicero's ethical agent steps in. The *vir bonus* is not someone who overrides the system, but as someone equipped to deliberate where the system runs out. The *vir bonus* carries an internal moral compass that the *Rahmenordnung* cannot replace. Cicero tells us that if an agent is in doubt about whether an action is morally right, that action is likely incorrect (*Off.* 1.30). This is because whatever is *honestum* presents itself to the agent with no shadow of doubt. This is precisely what Homann's purely incentive-driven framework risks losing. His institutional framework sets the conditions within which ethical action becomes sustainable at scale, but for Cicero it requires the agent to constantly cultivate practical wisdom and moral perception and to act correctly where the rules fall silent.

Furthermore, some modern scholarships in field of business ethics have discussed Cicero's *De Officiis* with respect to reputation. On the one hand, Bragues (2010), for instance, argues that virtue is instrumentally valuable: justice and beneficence 'kindle' follower loyalty, while greatness of spirit earns respect. By this logic, virtue becomes the most effective means to profit. This however could lead to using ethics/virtue as an instrument to some economic end. For instance, Paine warns against the dangers of subordinating ethics to economics. This move makes ethics a tool to business and is seen to provide a competitive advantage rather than functioning as an independent domain of reason (Paine 2000, pp. 320, 327). She argues that viewing ethics as a tool to reach some kind of competitive advantage drowns out intrinsic values like justice, dignity and trust if they are cast in economic terms to be considered rational (Paine 2000, p. 327). As Cicero would also agree, this is because such a view could easily lead to concluding 'if it pays, it must be ethical' (Paine 2000, p. 327). On the other hand, Aßländer (2013) applies Cicero's framework to corporate reputation theory, arguing that genuine reputation cannot be strategically managed but emerges only from authentically honourable corporate conduct. This, however, brings back the criticism of Homann on

acting morally without systemic protection. Research by Bragues and Aßländer has demonstrated Cicero's significant contributions to the realm of business ethics. What remains unexplored is how Cicero's ethical tenets and the two cases demonstrate the requirement for transparency in economic activities, whilst also illustrating the necessity of ethical choices for the effective functioning of a system.

This leads to the identification of another gap in the discussion. If agents do what is morally required, what really is the point of having rules and laws? Julia Annas argues that Cicero, in *De Officiis* Book III, misinterprets the debate between the interlocutors of the case studies, Stoics Diogenes of Babylon and Antipater of Tarsus, regarding the conflict between expediency and moral right (Annas 1997, p. 171). Her claim is that the two stoics are answering two different questions and not the same question. Namely, what acts are required to satisfy the conditions for justice and legality (Diogenes) and what acts are required by the highest standards of beneficence and human fellowship (Antipater). Annas raises very important objections that require reading Cicero's verdict keeping in mind his *praecepta* in Books 1 and 2. What these reveals is that Cicero does not mean to present these views as conflicting spheres. It is rather the two sides of the same coin. The dialogue is not a contest of 'Laws vs Morality', it is an exploration of the continuity and the connection between the two of them. The interlocutors are talking about the same point: the obligations and requirements in a social life. They are, however, doing it from distinct but complementary vantage points. This paper shows that Cicero's objective is not to override legal duties, but to demonstrate that there arise situations where adhering to the rule of law can be proved morally insufficient for the maintenance of a functioning society. This, in fact, further begs the question of the effects of transparency and the degree to which it is a moral and legal duty.

Cicero's theoretical framework

In *De Officiis*, Cicero presents a comprehensive ethical framework that rests on three interconnected concepts: the honourable (*honestum*), the expedient (*utile*), and human society (*societas*). Following the Stoic philosopher

Panaetius, Cicero distinguishes between the perfect 'right action' accessible only to the wise sage and the 'mean duty' (*commune officium*) achievable by ordinary individuals through adequate reason (*Off.* 1.8). This practical focus shapes his framework in *De Officiis*, which seeks to demonstrate that true advantage can only be secured through honourable conduct within the bounds of human society.

Cicero's conception of human society emerges from the Stoic theory of *oikeiosis*, which traces social bonds to natural development. While Nature endows all creatures with self-preservation instincts, it grants humans alone the capacity for reason, which 'associates man with man' through speech and logic (*Off.* 1.11–1.12). This rational capacity generates two distinct yet related forms of community. The first is a universal 'human society', a 'natural fraternity' encompassing all humanity based on our shared rational nature that enables teaching, communication, and discussion (*Off.* 1.50). The second consists of particular societies formed through closer bonds of family, neighbours, culture, and language. Crucially, Cicero maintains that the principles of justice governing universal society extend equally to these local communities, creating a unified ethical framework that applies across all human relationships.

From this understanding of natural social harmony arises Cicero's concept of the *honestum* – the morally good or honourable. Drawing on Plato [4], he identifies four constituent elements of the honourable: the perception and development of truth; the conservation of organized society through justice and faithfulness; greatness and strength of spirit; and orderliness and moderation (*Off.* 1.15). Among these, Cicero designates the preservation of human society as 'most extensive in its application,' placing justice and beneficence at the heart of honourable conduct (*Off.* 1.20). Justice serves as the bedrock of social harmony, maintaining the natural bonds between rational beings. Its two primary requirements are negative and positive: first, that one refrain from harming others unless provoked by wrong, and second, that one 'use common things as common and private as one's own' (*Off.* 1.20). The foundation of justice is *fides* – good faith understood as truth and fidelity to promises – while beneficence (*beneficia*) operates beyond formal obligations to strengthen social cohesion (*Off.* 1.42). These principles of justice and good faith form the ethical

standard against which commercial actions, such as setting a price or disclosing information, are ultimately judged.

The maintenance of the 'common good', which is a recurring term in this paper and against which a conduct is deemed honourable, is a concept that, in *De Officiis*, carries a precise and demanding meaning. It is not a vague appeal to collective welfare, but a substantive moral constraint grounded in Cicero's understanding of natural human sociability. The 'common good' is, at its core, whatever maintains the bonds of human fellowship and does not run contrary to the principles of justice (*Off.* 1.31: one should harm no one, and one should serve the common advantage, *communi utilati serviatur*).

The common good, then, is a condition in which people act in agreement with respect to justice and share in advantage [5]. This advantage is the harmony in society, trust between its members and where people are able to hold what is theirs, provide for their needs and further their interests. It encompasses the shared conditions, security, law, peace, and shared resources, that enable citizens to live together. The striving for the maintenance of the common good is not simply the absence of harm but an active and felt quality of communal life that goes beyond the access and maintenance of material well-being to include moral flourishing, cultivating what is most appropriate to our human nature.

It further encompasses the shared conditions, security, law, peace, and shared resources, that enable citizens to live together, and it places a direct moral constraint on the pursuit of personal advantage: 'for one man to take something from another and to increase his own advantage at the cost of another's disadvantage is more contrary' to nature than death or poverty, because it 'destroys the common life and fellowship of men' (*Off.* 3.21–22). This is why Cicero insists that those in positions of responsibility must focus on what is beneficial to the citizens, putting aside their own interests, and care for the whole body, rather than protecting one part and neglecting the rest (*Off.* 1.85). The common good, then, is not an external imposition on the pursuit of *utile* but its very precondition [6]: advantage that is secured at the expense of the common good is, by definition, not truly advantageous.

Within this framework, the agent who bears the primary responsibility for enacting these principles is the *vir bonus* (the good man). It is worth dwelling on what Cicero means by this figure, since both case studies in Book 3 turn on the moral choices of agents described in precisely these terms. The *vir bonus* is not the Stoic sage who alone can perform the ideally right action. Rather, following Panaetius, Cicero constructs his good man as a citizen who, as Veillard demonstrates, places the primacy of human community and the duty to one's homeland at the centre of his ethical orientation (Veillard 2023, p. 185). His root virtue is justice, and his first duty runs to the human community. It is through the practice of *decorum*: order, constancy, and measure in all conduct, that he exercises this justice and maintains his standing within the social and political community. As Fiori puts it, the *vir bonus* is 'a citizen who lives properly and in accordance with the rules of the Roman *res publica*' (Fiori 2014, p. 200). Critically, this figure does not operate at the cosmological level of the Stoic universal brotherhood; he operates at the more immediate level of the community and the roles he inhabits. Cicero makes this plain through his condemnation of philosophers who place contemplative work above the defence of their fatherland (*Off.* 1.154). The *vir bonus* is, in short, a man defined by his responsibilities to others and by his capacity to assume those responsibilities with justice and *fides* as his guiding commitments. It is this figure, embedded in, and answerable to, a specific social order, whose deliberations the two case studies in Book 3 are designed to illuminate.

The practical application of the principles of justice and *fides* reveal two key criteria for judgment: a 'hierarchy criterion' based on relationships and a flexible 'circumstance criterion' that requires contextual assessment. The hierarchy criterion establishes a general order of obligations—first to country and parents, then to children and immediate family, followed by kinsmen and relations (*Off.* 1.53, 1.58, 1.160). However, Cicero qualifies this with the 'circumstance criterion', emphasizing that specific situations must guide actual decisions. When duties conflict, one must consider 'what is most needful in each case and what each person can or cannot procure without our help' (*Off.* 1.28–29, 1.59). This contextual judgment requires continuous practice, reflection, and consultation with wise friends rather than mechanical application of rules (*Off.* 1.60). Cicero explicitly rejects the 'absurd position' of those who would

limit justice to their immediate circle, arguing that nothing lacking universal justice can be truly *honestum* – a standard that applies as much to a statesman as it does to a merchant in the marketplace (*Off.* 1.62).

This ethical architecture culminates in Cicero's central argument regarding the relationship between the honourable and the expedient. He forcefully criticizes the 'pernicious doctrine' that separates moral goodness from advantage, arguing instead for their essential unity (*Off.* 2.9). True and lasting advantage (*utile*) depends entirely on human cooperation, which in turn requires trust between individuals. Such trust can only be secured through *gloria*—not mere fame or power, but the genuine 'affection, confidence, and admiration' earned through virtuous conduct (*Off.* 2.11). A leader who rules through fear or deception may achieve temporary power, but this foundation is inherently unstable because pretence eventually reveals itself. Only the steadfast practice of justice and beneficence creates durable bonds of affection and confidence (*Off.* 2.18–2.20). Through this argument, Cicero demonstrates that living according to the *honestum* constitutes the sole path to what is truly *utile*, as honourable conduct alone can secure the cooperation necessary for human flourishing.

Thus, Cicero presents an integrated vision in which the honourable, the expedient, and human society form an indissoluble unity. The *honestum* emerges from and sustains the natural bonds of *societas*, while true *utile* can only be achieved through honourable conduct that preserves these social bonds. This synthesis provides not merely an abstract philosophy but a practical guide for those seeking to live ethically within the complex relationships of human community.

It is essential to clarify, however, that for Cicero ethics is not based on purely individual morality operating in a vacuum. A recurring temptation in reading *De Officiis* is to treat its moral deliberations as belonging to a self-contained sphere of personal conscience, as though the *vir bonus* arrives at his decisions in isolation, and their consequences are merely incidental to others. Atkins's close reading of Book 3 corrects this misreading decisively. As he observes, not a single case in the third book's discussion of the *utile* fails to involve *fides*, justice (Atkins 1990, p. 262). When analysed, one will also notice that *societas* is one of the concepts that is involved throughout these examples. This is not

coincidental. For Cicero, *fides* and justice are so constituted that they cannot exist, let alone be practised, outside of a social form. The quotation from Ennius at 1.26 '*nulla sancta societas nec fides regni est*' is deployed by Cicero as part of an argument in which a failure in justice is treated as virtually equivalent to a breakdown of *societas* itself (Atkins 1990, p. 266). Justice, in other words, is not a private virtue; it is the ligament of communal life. This explains further why Cicero links justice so closely with *beneficientia*: his society was bound together by a network of relationships of service, protection, kinship, and affection, and by the social rules that governed these (Atkins 1990, pp. 255–256). Any agent who appears to be making an individual ethical decision, that is, whether to disclose information or remain silent, is therefore always already acting within a social order. The consequences of that choice ramify outward through the entire network of relationships that constitute *societas*. The ethical deliberations of the Alexandrian merchant and the house seller, examined in the sections that follow, must be understood in precisely this light.

Silence in transaction – is it concealing or not telling?

While Cicero ultimately sides with Antipater in both the case studies, the force of his conclusion depends on a prior question: what distinguishes morally permissible silence from wrongful concealment? This distinction, which Cicero articulates through the Latin terms *tacere* (not telling) and *celare* (concealing), is not merely semantic. Both the Alexandrian merchant and the house seller possess information that could potentially affect their profit. The ethical weight of their silence depends on what they know and the type of silence they maintain.

In the Alexandrian merchant case, the merchant knows that more ships of grain are on their way, to the famine-stricken Rhodes, about which the Rhodians have no knowledge. Silence in this case would mean that the merchant is able to sell all his grains at the highest possible price. Even if he does not sell for the highest possible price, as Diogenes argues, but rather sells it for the lower price, how would his silence really be wrong?

In the house seller case, the information that the seller possesses is different from the reputation of that the households. The seller has not created a false advertisement. He simply remains silent and ends up getting more than he had expected for the house from the buyer. Diogenes here raises the issue of buyer's hastiness and the lack of inquiry, asking how the seller's silence is deemed wrong if he did not actively and wrongfully praise the property and the buyer did not conduct due diligence?

Within these two dialogues Cicero draws our attention to two types of silence: 'concealing' and 'not telling'. Cicero maintains, according to Annas, that the distinction between *celare* and *tacere* is central to understanding the debate between Diogenes and Antipater, who are interpreted as addressing two separate issues (Annas 1997). From Diogenes's perspective [7], as presented by Annas, concealing constitutes the act of withholding information that an individual has a right to know, as distinct from information that is merely in their interest. Not telling, by contrast, involves withholding information that is indeed in someone's interest but to which they have no formal right. The distinction between concealing and not telling raises the question: does withholding information that could benefit another and prevent harm differ morally from merely choosing not to disclose it?

Two examples serve to clarify this distinction. First, a magician does not share trade secrets with an audience. While the audience may have an interest in knowing these secrets, it has no right to this information. Withholding here is therefore an instance of *tacere* (not telling). In contrast, consider a business partner who has a right to know about a significant financial loss. If the other partner withholds this information to avoid a difficult conversation and maintain a facade of success for personal benefit, this act constitutes *celare* (concealing).

These examples illustrate the distinction Diogenes likely draws between *celare*, *tacere*, and the associated concepts of rights and interests. Cicero's position, however, reframes the debate by adding a crucial third dimension to the concepts of a 'right to know' and an 'interest to know.'

'*Mere holding one's peace about a thing does not constitute concealment, but concealment consists in trying for your own profit to keep others from finding out something that you know when it is for their interest to know*n' (*Off.* 3.57).

His analysis emphasizes the intentions and consequences of withholding information. Specifically, the line of questioning probes whether concealment harms others—not in a strictly legal or direct sense, but by undermining their ability to act freely and rationally. In 3.26 Cicero says, 'if he thinks he is not violating the laws of nature, when he wrongs his fellowmen, how is one to argue with the individual who takes away from man all that makes him man?' [8]. By keeping silent for personal gain, the agents commit two wrongs:

i) Silence is used as a means to profit.
ii) Others are deliberately deprived of the freedom to make an informed choice [9].

This interpretation contrasts with that of Diogenes, who, according to Annas, frames the issue purely in terms of rights versus interests (Annas 1997). In that view, concealment involves withholding what someone has a right to know, while withholding something they have no right to know is a mere omission. However, this reading arguably overlooks the point Cicero makes above

When an agent possesses information to which another has both a right and an interest, and the agent hides it for personal 'advantage,' the act is morally wrong. Similarly, when an agent possesses information to which another has no right but a clear interest, withholding that information for personal 'advantage' transforms the act. It moves from a morally neutral *tacere* (not telling) to a morally problematic *celare* (concealing).

Revisiting some core concepts from Book 2, Cicero defines true advantage (*utile*) as inseparable from *honestum* and is secured through mutual helpfulness, which requires a good reputation, or *gloria*. He posits that humans are naturally social. Drawing on Panaetius, he offers historical examples supporting the argument that neither success nor failure happens without the influence and cooperation of fellow humans (*Off.* 2.16). This indicates not only that *utile* should be understood as long-term advantage secured by justice, but also that so-called 'short-term advantage' is often achieved through unjust

means. Any action that violates the bonds of fellowship, therefore, cannot be truly *utile* because it undermines the very system of cooperation upon which all advantage depends.

The word 'true' here carries a specific and deliberate weight in Cicero's argument. It distinguishes genuine, lasting advantage from what might be called apparent or short-term advantage, the kind secured through injustice, deception, or the exploitation of information asymmetry. Apparent advantage is not truly *utile* because it is inherently unstable: it depends on conditions, such as ignorance, desperation, asymmetric power, that cannot be permanently sustained, and it corrodes the very social bonds upon which all durable advantage rests. True advantage, by contrast, is grounded in the cooperation and trust of one's fellow citizens and is therefore both lasting and self-reinforcing. This distinction runs through the entirety of Book 3, where Cicero's central aim is to demonstrate that what appears advantageous to the unjust agent, the merchant's inflated price, the seller's windfall, is in reality a privation masquerading as a gain (*Off.* 2.9). The apparent and the true are not two competing versions of the same thing; they are categorically different, and the analysis of the two case studies is designed precisely to make this difference visible.

The merchant's silence, viewed through this lens, is a direct assault on this principle, prioritizing an isolated, fleeting profit. Silence in the merchant case, while profitable in the short term, would be ruinous to the very *gloria* upon which lasting success depends. The Rhodians would rightly feel deceived upon learning that more ships were imminent, realizing the merchant had exploited their desperation for unjust profit. By eroding the essential affection, confidence, and admiration, this act would create a deep distrust and could lead them to refuse any future business with him. Furthermore, as news of such cunning spread to other ports, the merchant would be branded untrustworthy and become an undesirable trading partner.

The harm, however, is not limited to the merchant's personal reputation, but also extends to the functioning of the market. The merchant's silence distorts distribution of the grains in a way that affects the common good. The Rhodians, being in the situation of famine, have no way to find out if additional grain ships are en route, and are dependent on outsiders, in this case the merchant,

on any helpful information. In this lack of knowledge, they are forced to treat the merchant's cargo as the only and immediate source of grain brought to them. The artificial scarcity, which is manufactured by the merchant's silence, would likely trigger a panic buying, where those with greater wealth and perhaps less dire need might secure the entire supply, while those in the gravest need will get nothing. Should the merchant choose to disclose the arrival of the additional ships, the Rhodians could allocate the first cargo of grains according to the need. This would ensure that those who are more desperate received immediate relief, while other waited mere days for the following cargo. The merchant's silence thus does not merely secure him an unfair profit; it actively prevents the rational and just distribution of a life-saving resource.

This manipulation of the market through strategic silence represents a violation of *fides*—not simply in the bilateral relationship between merchant and buyer, but in the merchant's obligation to the *societas* itself. By exploiting the situation for private gain, the merchant corrupts the conditions under which markets serve the common good. The harm is not merely that individuals pay more than they should; it is that the community's ability to care for its most vulnerable members is systematically undermined by one agent's choice to withhold knowledge.

While the Rhodians had no possible means of discovering that grain ships followed behind the merchant, the house buyer's ignorance of structural defects raises a more complex question: is the seller's silence wrong when the information, though hidden, could have been uncovered through the buyer's own inquiry? The house seller case thus shifts our focus to a transaction between individual parties in ordinary commercial circumstances.

In the house seller case, the buyer has a duty to exercise due diligence and personal judgment before making a purchase. If a buyer acts hastily, impressed solely by a property's exterior and favourable reputation, it is reasonable to question the seller's culpability. The seller technically did not falsely advertise, he simply did not correct a false belief.

One reason for the buyer's lack of inquiry is that the house shows no explicit signs of being unsound, giving no cause for suspicion. In this, the buyer is

relying on good faith of the seller. It is plausible to expect buyers to ask questions, and if the seller were to conceal the truth upon being asked, the act would undeniably be deceptive. However, the buyer did not ask, likely trusting the property's reputation and the unstated expectation that a seller will disclose any integral faults during such a significant transaction. This expectation exists because commerce relies on a certain degree of acting in good faith, even beyond legal requirements.

This analysis contends that while the buyer failed to apply adequate judgment, the seller committed a moral failure by allowing the buyer to remain ignorant of the defects. In this ethical framework, not preventing harm (by allowing the buyer to purchase under false pretences) is equivalent to inflicting direct harm. Letting someone operate under false information is as culpable as actively misleading someone. Furthermore, the moral correctness of the action should not be evaluated based on the nature of its advertisement, as Diogenes frames it. The purpose of advertising is inherently to make a product appear attractive. Rather, the ethical question hinges on the non-disclosure of crucial facts to the buyer. Thus, the seller did not act in good faith, an omission that disrupts the social fabric of trust and harmony essential for commerce.

The question one might pose is if the seller did not conceal information as per Diogenes, then why is he being charged with concealment by Cicero? To understand the extent to which such a charge is even justified, one needs to consider the rights of the buyer. The buyer had a right to know the faults of the property, a right derived not from civil law but the seller's acceptance of payment. This created a duty of good faith (*fides*), which the seller broke when he accepted the full payment while concealing the information. The sellers' obligation thus arises from the principle of fairness that underpins the very institution of exchange.

This distinction between types of silence (between *not telling* and *concealing*) ultimately rests on a deeper question about the source and scope of obligation itself. Under Diogenes' understanding, which grounds obligation in legal rights, the merchant's silence would constitute mere 'not telling', since the Rhodians possess no legal entitlement to information about ships at sea. Similarly, the house seller's silence would be defensible 'not telling', given that, as per the dialogue, Roman law imposed no requirement to disclose product defects and

the buyer failed to exercise due diligence through inquiry. Yet Cicero conclusion does not reject Diogenes's position by disputing on the legal analysis, but by expanding the very definition of 'concealing' to include intention and consequence. When silence is maintained deliberately to secure personal advantage at another's expense, and when that silence undermines the bonds of trust essential to human society, it transforms from permissible 'not telling' into immoral 'concealing', regardless of whether legal rights have been violated. To fully grasp this redefinition, we must therefore examine how Cicero reconciles, or subordinates, legal duty to the broader obligations of human fellowship.

Legal and moral duty

For both the merchant and the house seller case, Diogenes stresses on the point that both the agents acted within the limits of civil law. Neither of the agents was legally required to disclose the information they possessed. Yet, both according to Antipater and Cicero committed moral wrongs and violated the bonds of human fellowship. This raises an important question: Why should the agents care about moral duties that override or extend beyond the legal requirements? Which also begs the question of the importance of legal statues if moral norms can simply override it. These questions strike at the heart of the relationship between *ius civile* (civil law) and *naturae lex* (natural law) in Cicero's ethical framework—a relationship that proves crucial for understanding why transparency functions not merely as a moral ideal but as a systemic necessity for commerce itself.

This relation between legality and morality is central to the broader Ciceronian and Stoic ideas of *naturae lege* (the law of nature) and *iure civile* (civil law)—theories that have significant implications for the understanding of social harmony and bonding. For Cicero, civil law (*ius civile*) is the mechanism through which citizens secure justice, maintain liberty, and preserve the dignity of the community (Harries 2013; *De Legibus* 2.11). Cicero's legal theory is deeply informed by Stoicism, particularly its tradition of natural law (Schofield 2021). This tradition holds that natural law is universal, unchanging, and eternal, applying to all rational beings. It is intrinsically

connected with *recta ratio* (right reason), a faculty shared by both humans and gods alike (*De Legibus* 2.8). The essential difference, therefore, is that natural law is not contingent on custom or time and cannot be repealed by any authority. Civil law, then, is fundamentally subject to both custom and temporal constraints.

The philosophical divergence on this matter is clearly articulated in the positions of Antipater and Diogenes in the Alexandrian merchant case. It seems, Antipater posits that a merchant's moral duties significantly surpass the requirements of civil law. This position is grounded in the social nature of humanity, which mandates that individuals act for the benefit of others and the broader community, necessitating the disclosure of all relevant information. Diogenes, by contrast, argues for a position in which moral obligation is aligned with legal compliance. Provided the merchant abides by civil law—which includes disclosing known defects and refraining from deception—no further moral obligation exists to reveal all information, particularly in the absence of active deceit. According to this view, silence is morally permissible once legal standards are met. Meaning, that everything legal is morally correct and illegal moral wrong. Diogenes questions that if the demand of human fellowship is such 'that nothing belongs to one person' then that would mean to not be able to sell anything [10] (*Off.* 3.53). That is, to demand a higher standard of disclosure would be essentially abolishing the very institutions of commerce and private ownership.

As Julia Annas observes, Diogenes and Antipater approach the issue from distinct standpoints: Diogenes concentrates on whether an action is necessary or not necessary, whereas Antipater's concern is with the conduct befitting a good person (Annas 1997). This fundamental divergence in focus, Annas argues, leads to their contradictory conclusions. It is suggested that Cicero either misinterpreted their respective positions or constructed an artificial conflict between them. Diogenes contends that the merchant is not obligated to inform others of what is in their interest. Antipater, however, insists, '*immo vero necesse est*' (on the contrary, it is necessary [11]). The analysis shows that Diogenes, unlike Antipater, is not primarily concerned with duty in a broad sense. The focus of Diogenes's argument is instead on the commercial act of buying and selling as it exists within a framework of legal obligations.

According to Annas's interpretation of Cicero, both Diogenes and Antipater are talking about two different points. However, her conclusion does not give credit to the fact that, by taking Antipater's side, Cicero's aim is to draw our focus on the comparative aspects of social interaction creates a space for ethical deliberation.

According to Cicero's conception, civil law represents duties and functions to guide imperfect humans toward the moral virtue established by natural law (Asmis 2008). This establishes a clear hierarchy wherein civil law is guided by, and subordinate to, natural law. The legitimacy of this relationship rests on two fundamental conditions: justice and permanence. To be valid, civil laws must not contradict natural justice and ought to be permanent and unchanging, rather than arbitrary or temporary (Asmis 2008, *De Legibus* 1.19, 2.11). This hierarchy dictates that civil laws are legitimate only to the extent that they reflect and realize moral law. It can be argued, therefore, that civil law which fail to meet this standard call for reform, as it cannot be considered law in the truest sense. This explains why the merchant and the seller, even though acted within the bounds of the civil law, failed to fulfil the ethical expectations set by the natural law.

The primary function of civil law, then, is to specify particular duties. These laws do not prescribe perfect virtue directly; instead, they guide individuals toward it by establishing duties pertaining to citizenship, parenthood, justice, and fairness, among other social roles. Consequently, civil laws are necessarily suited to specific cultural contexts and situations, rendering them particular rather than universal. They possess limitations and must remain adaptable to reflect historical and cultural specificity.

Cicero also argues that human obligations extend beyond these civil statutes to the laws of nature. This point is made explicitly at 3.69:

> Although I see this, because of the corruption of custom, it is neither considered shameful by tradition nor sanctioned by law or civil law, nevertheless it is sanctioned by the law of nature.

This passage highlights a crucial distinction: the difference between the law of nature and civil law lies in their respective scopes. While civil law serves to

protect fundamental rights such as freedom, equality, and life [12], its capacity to address complex ethical dilemmas is limited (*Off.* 2.41–2.42).

Society, then, constitutes a legal partnership, and the stability of the state relies fundamentally on its citizens adhering to the moral duties implicit in this societal partnership (Harries 2013). This creates a crucial bridge between private morality and public law, wherein the moral conduct of individuals directly impacts the legal and political stability of the community. It can be inferred that civil laws will often prove insufficient, as they cannot anticipate or govern every conceivable moral circumstance. While civil law mandates the disclosure of certain information when one party exercises a right against another, moral law does not operate on the same principle of exercisable rights. As a result, it becomes essential for citizens to engage in critical self-reflection, considering whether their actions align with the broader principles of natural law, even when those actions remain within the formal bounds of civil law. The merchant's silence about the incoming ships and the seller's silence about the house's actual condition show that even though civil law does not impose disclosure, natural law, grounded in bonds of human fellowship and good faith, necessitates transparency.

The idea that legal duty establishes a necessary baseline while moral duty extends beyond it, finds a striking parallel in Carroll's model of Corporate Social Responsibility (CSR). Although the concept of the relationship between civil and natural law may seem like an artifact of ancient philosophy, the existence of similar structural issues millennia apart demonstrates the importance of the discussion. Carroll's model breaks down CSR into four hierarchical conditions:

i) Economic Responsibility: The primary duty to produce goods society desires and to be profitable.
ii) Legal Responsibility: The requirement to operate within the established legal framework.
iii) Ethical Responsibilities: Societal expectations that extend beyond the law, encompassing activities and practices considered the 'right thing to do' even if not legally mandated.

iv) Philanthropic Responsibilities: Voluntary actions guided by a company's desire to be a good corporate citizen (Carroll 1979, p. 500).

While legal responsibility is a fundamental requirement, ethical responsibilities exist as a set of societal and moral norms that operate 'over and above legal requirements' (Carroll 1979, p. 500). This distinction means a company can be in perfect compliance with the law yet still be perceived as acting unethically. Carroll provides an illustrative example: a company that released a high-alcohol soft drink faced consumer protest not for breaking the law, but for 'being socially irresponsible by making such a drink available to youth' (Carroll 1979, p. 504). This model acknowledges that an entity can achieve a perfect legal compliance but fail ethically, precisely what the merchant and the house seller do by remaining silent.

The legal permission did not confer moral legitimacy. This mirrors Cicero's analysis two millennia earlier: The merchant and the seller, while adhering to civil law, clearly failed to satisfy this distinct ethical responsibility by not sharing the crucial information. Not only does the choice to remain silent represent a failure to recognize a clear ethical requirement, but the very intention to gain profit from that silence confirms a breach of moral responsibility. Therefore, both frameworks recognize that legal and ethical duties must operate in tandem—not as conflicting demands, but as complementary requirements that together define responsible conduct. Therefore, to fulfil a moral duty should not be optional. Neither Cicero nor Carroll suggests that ethical duty overrides legal duty in the sense of making law irrelevant. Rather, ethical duty extends legal duty, filling gaps that formal statutes cannot address.

Coming back to the merchant case, it is now easier to articulate precisely why legal compliance was insufficient. Legally, the merchant fulfilled all the requirements: he engaged in no deception about his cargo's quality, nor did he manipulate the price by falsely claiming scarcity. Thus, committing no legal harm.

Diogenes attempts to strengthen his argument and removes the profit-making motive from the scenario, asking what harm the merchant does if the goods

were sold at a lower price (*Off.* 3.51). In fact, this act of lowering the price even makes him appear noble. But it is masking a deeper issue. It left intact a structural wrong: the withholding of information that the Rhodians, in their extreme vulnerability, had no means of obtaining independently. Civil law could not reach this, because it was not deception in any actionable sense.

The house seller case has a similar structure. Legally, the seller complied with the law at the time: he did not provide false information or actively conceal defects. He nevertheless accepted full payment knowing that the buyer to acted on a false understanding of what was being purchased. In both cases, the law provided no protection because it could not anticipate every condition under which silence becomes injustice. This is the gap that natural law, and the duties of *fides* and societas, are designed to fill.

These cases reveal a crucial idea: mere adherence to legal obligation, while clearly breaking moral duty is detrimental to the functioning of institutions. Civil law, by necessity, cannot account for every circumstance in which information asymmetry creates injustice. It can establish general rules—disclose defects, refrain from fraud, honour contracts—but it cannot specify every disclosure duty for every transaction type. This is not a failure of law but an acknowledgment of its limitations: law provides the floor of acceptable conduct, but ethics must fill the space between that floor and the ceiling of virtuous action. Cicero emphasizes this point in *De Officiis* 3.26: 'there ought to be one goal for all: that the interest of each individual is the same as that of the whole; but if each person seizes it for himself, all human fellowship will be destroyed'. The implication is that true fellowship, far from hindering the institutions and laws that structure society, actively upholds them. Consequently, the fair implementation of exchange, rights, and freedom depends on making choices that are simultaneously legal and ethical.

To whom a duty is owed?

The analysis has established how transparency can affect the social harmony and how it is a necessity for commerce and not simply a moral ideal. This idea invites an immediate objection: what if the agents were facing competing duties

that conflict with disclosure obligation? The merchant, for instance, has responsibilities to his family, his workers, and his business partners. The house seller has duties to his dependents and creditors. The challenge here is to resolve the conflict between disclosure obligation and remaining silent to secure provisions for those dependent on the agent. While Cicero refers specifically to the Rhodians and the buyer in the house seller case, a comprehensive ethical analysis must recognize that duties often extend beyond the most immediate parties to a transaction. This section takes a criteria proposed by Cicero in Book 1 to show how such a conflict may be resolved and demonstrates that even granting the legitimacy of the competing obligation, the method Cicero provides, that is the hierarchy and the circumstance criteria, leads to the same conclusion, that the honourable choice is the truly advantageous one.

To systematically identify these groups, the analysis draws on Freeman's stakeholder theory, which defines as 'any group or individual who is affected by or can affect the achievement of an organization's objective' (Freeman 2010; Freeman and McVea 2001, p. 4). While the theory was developed for organizations, its principles can be applied to a single merchant or a house seller, who also have stakeholders: groups that are affected by and can affect the transaction. Cicero's framework implies this but does not explicitly systemize such a breakdown. Cicero does not explicitly name stakeholders, yet the discussion of conflicting duties [13] (*Off.* 1.53)—which forces an agent to consider obligations to various parties beyond a single transaction—points toward a similar line of reasoning that recognizes a network of responsibilities. Freeman's framework makes this network explicit, enabling the application of Cicero's criteria more rigorously.

Cicero introduces a tool to resolve such conflicting duties. In Book 1, he introduces the idea of hierarchy of relationships according to which duties should be discharged. Duties should be discharged first toward the country, then to family, and finally to other groups (*Off.* 1.53, 1.58, 1.160). The natural affinity for loved ones creates an inclination to prioritize helping the family [14]. However, making such decisions based on such a hierarchy of relations would be very stringent and does not account for the specific needs of people nor the situation.

And so, Cicero introduces a second criteria that can adjust or override the hierarchy. When duties conflict, one must evaluate the situation by considering two factors:

i) What is needful in each case.

ii) What each individual can or cannot procure without the assistance of the agent in question (*Off.* 1.59).

The first sub-criterion assesses the urgency and the type of need, that is, whether it is immediate, time-sensitive and so on. For instance, in an example Cicero gives, gathering a harvest is an immediate, time-sensitive material need, whereas a court case involves a need for loyalty and defence [15]. The second sub-criterion requires an assessment of the person's dependency on the agent. Children, for instance, are dependent on parents for protection, which strengthens the parents' duty toward them. A neighbour, likewise, might need the agent's specific help at a specific moment because no one else is available. The two aspects of analysing the circumstances cannot be separated; a proper evaluation must weigh the need against the ability to assist.

Thus, the process of determining to whom a duty should be discharged is a multi-step process. The agent starts with, which can be termed as, the hierarchy of the relationship criterion and then adjusts or overrides it based on the circumstance criterion. The criteria Cicero puts forth are, therefore, not a set of stringent rules that ignore context. By presenting these two criteria, Cicero demonstrates that it is not possible to simply follow a rigid formula and claim to have fulfilled a duty; a nuanced assessment is always required.

The performance of a duty (*officium*) occurs within a social context and is grounded in the idea that it involves actions owed to others. *Honestum* is not merely moral rectitude but also encompasses flourishing and well-being; it is not a one-time choice but a habit that shapes character. By consistently choosing to perform an *officium* and thereby choosing *honestum*, individuals align personal advantage with the common good, creating a form of *utile* that supports a stable and harmonious society. This idea will be guiding the analysis of both the case.

Starting with the Alexandrian merchant case, the merchant's duties extend to the following groups: his family and dependents; the workers involved in the enterprise; the customers (the Rhodians); and other merchants operating in the same market [16]. The strongest objection to disclose rests on the hierarchy criterion. If family comes first, and silence secures greater provisions for them, is the merchant's silence not justified?

The family takes priority because family members may lack the ability to be self-sufficient, a factor that places this duty high on the scale of duty. However, if the family, unlike the Rhodians, is not in desperate need (a reasonable assumption, given no textual evidence to the contrary), then remaining silent would be wrong, as it would constitute an exploitation of the Rhodians' dire situation for personal gain. Furthermore, the text does not suggest the business is on the brink of closing; therefore, any justification based on keeping the enterprise afloat [17] would also fail.

Most critically, as the first merchant to arrive, disclosure would not eliminate profit but only moderate it. The merchant could sell his cargo at a fair price and still expect strong sales as Rhodians stock up, even knowing more ships are coming. Thus, the additional profit from silence represents not necessary provision but exploitation of vulnerability for unnecessary gain. Therefore, while the family duty is high on the hierarchy criterion, the circumstance criterion do not justify remaining silent.

In a similar way, the workers of the merchant, although they rank below the family, they constitute a direct economic relation with him. According to the needful and dependency sub criteria, the workers require compensation for the labour in gathering and transporting goods and they depend on the successful sale. Thus, the duty to the workers is fulfilled through honest dealings and does not necessitate silence.

With respect to the Rhodians, they rank lower on the hierarchy criterion compared to the former two groups. However, the community's vulnerability is stark: a lack of basic sustenance creates a significant disadvantage that elevates the moral weight of the merchant's potential actions. Furthermore, they are entirely dependent on merchants for relief. They cannot access information about incoming ships which the Alexandrian merchant holds. The

circumstance criterion here thus overrides the hierarchy criterion. The Rhodians' need and dependency thus transform what would have otherwise been a low priority duty into a vital obligation.

Finally, with respect to other merchants, which constitutes a professional community that is bound by shared experience and mutual reliance on market integrity, they rank lower than family and workers. Because merchants rely on fair competitive conditions to sustain their livelihoods, the need condition for this group is satisfied. Market fairness depends on all participants acting in good faith where no single merchant can individually uphold the market integrity if others exploit the information asymmetry. The duty to fellow merchants, grounded in justice (Off. 1.20 [18]), requires refraining from unfair [19] advantage. Silence would harm them without provocation, violating fundamental principles of professional solidarity.

Thus, the analysis reveals that, within this complex web of duties, circumstances Favor disclosure. As Woolf notes in his paper, Cicero's stoic influence allows a view that makes space for agents to protect their own interests and even do something against the norm to avoid personal harm, as long as they do not unfairly obstruct someone (Woolf 2007, p. 324). Although the duty to family and workers is tied to livelihood and dependency, the duty to the Rhodians is heightened by their extreme vulnerability. Finally, the duty to other merchants is grounded in professional justice, which prohibits an unfair competitive advantage. When properly assessed through Cicero's criteria, the web of duties shows that disclosure is necessary. Through disclosure, the merchant fulfils his duties to others.

The merchant, if he were to remain silent, would create a systematic harm that extends beyond immediate transaction. For the Rhodians silence would distort distribution, and upon learning the deception of the merchant it would lead to a loss of trust. For the merchant's own family, the destruction of the merchant's reputation would ensure future business refusal, harming long-term prosperity far more than short-term disclosure would reduce immediate profit. Beyond this the merchant's silence constitutes a violation of *fides* (good faith) that damages the entire professional community. Institutions like trade rely not only on laws but on a baseline of trust between participants. The merchant's act introduces a poison of suspicion into the marketplace, creating a 'domino

effect' [20]. When other merchants see that unethical behaviour is rewarded, they may feel compelled to act similarly to remain competitive, which can lead to a breakdown of market integrity. A functioning market is a form of social cooperation. By violating *fides*, the merchant damages this social fabric, which in turn makes commerce more difficult and less advantageous for everyone, including the merchant.

Objections

One might still object that the merchant's duty to his family or business, per the 'hierarchy criterion', could justify his silence. Cicero's philosophy, however, suggests that fundamental moral duties are not voided by personal need, famously arguing that a wise man would not steal bread even if starving (*Off.* 3.29). If survival does not justify theft, then ordinary profit seeking cannot surely justify exploitation of a group under a dire situation.

The house seller case, while structurally similar, presents distinct stakeholder dynamics. Specifically, the primary stakeholders can be identified as the seller's dependents (his family) and the buyer. The seller here has duties to his own family and to fulfil that duty would be to get the best possible price for the property, whether for family upkeep or buying another land. As per the hierarchy criterion, the family ranks high. They rely on the seller to get the money from the sale of the property for their own purposes. Hence, they are dependent on him. Thus, the circumstance sub-criterion based on the family's dependency on the seller and the hierarchy criterion are satisfied.

With respect to the buyer, the hierarchical relationship between the buyer and seller is minimal, the 'circumstance criterion' is highly applicable. The sale of products like a house depends fundamentally, in addition to the rules of the institution, on trust and good faith. It is an implicit expectation in such transactions that the price reflects the item's true worth and that any non-visible or latent faults will be disclosed. The buyer, therefore, needs accurate information about the property to make an informed purchase decision. The access to this information is with the seller or an expert who has knowledge about properties. Unlike visible flaws which the buyer could inspect himself, the structural soundness and vermin infestation are hidden. The buyer cannot

discover them through due diligence. Thus, the circumstance need and dependency sub-criteria is satisfied and ranks higher than the family's.

Although the dependants of the seller tick all the criteria boxes, the buyer's type of need, that is the fides of such transaction, and the type of dependency, that is reliance on seller's knowledge about hidden defects, elevate the duty to disclose. Furthermore, the seller's financial need, should there be any, could not justify exploitation of information asymmetry. Securing a fair price for property by disclosing the defects and pricing them accordingly fulfils the seller's legitimate interest without violating fides.

The seller's calculation of advantage is fundamentally flawed. Although the sale is a one-time transaction, the seller's reputation (*gloria*) within his community has lasting value. By knowingly allowing the buyer to act on a mistaken judgment, the seller commits a clear violation of *fides*. News of such a deception would inevitably spread through his local community, which would brand him as selfish and untrustworthy. This damage to his character would deter neighbours and fellow citizens from bestowing favours or trusting him in other civic and commercial matters. The disadvantage could also become explicitly financial. A buyer who discovers the concealed defects could reasonably take the seller to court for acting in bad faith. In such a case, the seller would likely face legal penalties and a loss of social standing, which could hinder future dealings. These consequences would far outweigh the dishonest profit and prove the act was not truly advantageous.

Another objection that could be raised is that the seller's actions are only disadvantageous if he is caught. If the deception remains secret, it appears that he suffers no ill consequences. Although this objection applies to both cases, it is still salient for the house seller. This is because direct disadvantages only arise if the agent is caught. If the deception remains secret, no external consequences follow. Cicero anticipates this by arguing that the true punishment for injustice is not legal sanction but the internal damage to one's own character (*Off.* 3.36). Thus, an immoral act should be understood not as an isolated event, but as the formation of a corrupting habit. The pursuit of short-term, unjust gains ensnares the mind and leads to significant psychological burdens. These can include the constant fear of discovery and the development of a fundamentally mistrustful character.

This view can be grounded in the Stoic theory of *oikeiôsis*, which posits that human nature is fulfilled by acting in accordance with reason and virtue. For humans, choosing the *honestum* is not merely a means to an external reward but is the very expression of a well-ordered nature. To act unjustly is to act against one's own nature, regardless of external consequences. To illustrate this point, Cicero introduces the story of Gyges, a shepherd who finds a golden ring that grants him invisibility when its bezel is turned inward. Using this power, Gyges murdered his master and removed anyone who stood in his way, ultimately rising to become the king of Lydia. Cicero's story of Gyges, who could act unjustly without consequence, forces a key question: why be moral if punishment is not a threat? True justice is not about avoiding punishment; it is about building a character that values moral action for its own sake. Acting unjustly, even in secret, degrades one's character and principles. The story reinforces two ideas: i) that what is *honestum* is always truly advantageous, regardless of external consequences, and ii) the consequences of an act committed without fear of detection is that the individual demoralizes oneself and acts against one's own nature.

The final objection for the case of the seller can then be refuted. Even here, where all external consequences are removed, the seller suffers a deep and lasting disadvantage. He alone knows the nature of his own actions. The choice to deceive leaves the seller with the knowledge of his own untrustworthy character; consequently, he projects this same capacity for deception onto others. His own actions make him insecure and suspicious, rendering him unable to truly trust his new community, not because its members are untrustworthy, but because of his internal state. This internal state of mistrust and isolation is the ultimate, inescapable disadvantage of his immoral choice.

The house seller's case, much like the merchant's case, comes to the same conclusion: it is not only correct to disclose the information but *utile* as well. Withholding critical information constitutes harm not through direct action but through the systemic consequences of the omission. This understanding of harm as a systemic consequence clarifies why even a silence intended only to protect one's family fails the justificatory test; the act is never neutral, as it inherently risks broader societal disruption as well as the individual.

Conclusions

This paper set out to demonstrate that Cicero's ethical guidelines in *De Officiis*, when applied to the two case studies of the Alexandrian merchant and the house seller, establish transparency not merely as a moral ideal but as a structural necessity for commerce. The argument has proceeded through three interconnected analytical moves, each of which reinforces the others and together constitute a coherent account of why silence, in these cases, cannot be morally neutral.

The first move concerned the distinction between *tacere* and *celare*. The paper has shown that this distinction does not hinge solely on whether the party withheld from possesses a legal right or a mere interest in the information. Cicero's analysis adds a third dimension: the intention behind the silence and the consequences it produces. Because both the merchant and the house seller maintained their silence precisely as a means to secure personal advantage, their conduct crossed from permissible non-disclosure into wrongful concealment. This transformation occurs regardless of the absence of active deception. When silence is instrumentalized to exploit another's ignorance for profit, it becomes *celare* even where no law has been broken.

The second move addressed the tension this creates between civil and natural law. The agents' legal compliance is not in dispute; both acted within the bounds of *ius civile* as it stood. But legal permissibility, as the paper has argued, does not confer moral legitimacy. Civil law establishes a necessary floor of conduct—it prohibits fraud, mandates certain disclosures, and protects against active deception—but it cannot anticipate every circumstance in which information asymmetry creates injustice. This is not a failure of law but an acknowledgment of its limitations. Natural law, grounded in the bonds of human fellowship and the principle of trust and good faith, occupies the space above that floor. The merchant and the house seller were not faced with a conflict between law and morality, but with the recognition that moral obligation extends beyond the legal minimum. Where civil law was silent, *naturae lege* was not. The agents' failure was precisely their treatment of legal sufficiency as moral sufficiency.

The third move demonstrated that this conclusion holds even when competing duties are considered. By applying Cicero's hierarchy and circumstance criterion to the full network of stakeholders affected by each transaction, the paper showed that the duty to disclose is not overridden by the agents' legitimate obligations to family, workers, or business partners. The circumstance criterion, in particular, adjusts and in certain cases demands re-evaluation of the duties operating within the strict the hierarchy of relations. The Rhodians' extreme vulnerability and total dependency on the merchant for information about incoming grain ships elevated their claim to a moral weight that the merchant's family obligations—absent any evidence of comparable need—could not match. In the house seller case, the buyer's reliance on the seller's knowledge of hidden defects, which were by their nature inaccessible to external inquiry, created a duty grounded in the very logic of exchange. Trust, as the foundational principle of any transaction in which one party necessarily relies on the other's good faith, was violated the moment the seller accepted payment while knowingly allowing the buyer to act on a false understanding of what was being purchased. The competing duties, when properly weighed, pointed in the same direction as disclosure. Therefore, each case, when examined through the two criteria, demonstrates a set of duties that are not only situationally required but also morally correct. These duties ensure that individual obligations are aligned with the broader demands of the common good.

The paper also addressed the interpretive question raised by Julia Annas's reading of the debate between Diogenes and Antipater. Annas argues that Cicero misrepresents the two Stoics as debating the same question when they are in fact addressing distinct issues: one legal, one moral. This paper has shown that Cicero's purpose in Book 3 is not to adjudicate between law and morality as competing spheres but to demonstrate that they occupy different levels of the same edifice. Diogenes establishes the legal baseline; Antipater articulates the moral ceiling. To treat them as talking past one another is to miss the continuity Cicero is tracing—the continuity between what institutions demand at minimum and what human fellowship requires at its fullest expression.

One further question raised in the introduction deserves an explicit answer. Karl Homann's critique of traditional moral frameworks holds that individual moral motivation is structurally insufficient under competitive conditions: an agent who adopts high-cost ethical behaviours without systemic protection will be exploited by less scrupulous competitors and eventually crowded out of the market. Does Cicero's framework simply reproduce this vulnerability by appealing to the internal virtue of the *vir bonus*? The answer, as the analysis has shown, is no. The reason is that Cicero's argument is not ultimately an appeal to individual goodwill. *Fides* and justice are not only private virtues but also institutional conditions. When enough agents corrupt these, the institution of commerce does not merely become less pleasant; it collapses, because commerce depends on a baseline of trust that no single transaction can generate or sustain alone. The merchant who exploits the Rhodians' ignorance does not merely harm them; he introduces a corrosive precedent that, if generalised, destroys the very conditions under which profitable trade is possible. This is a structural argument, not a moral exhortation. That *honestum* is always truly *utile* is not because virtuous agents are rewarded but because the institutions on which advantage depends cannot survive systematic betrayals of trust.

The durability of this thesis is confirmed, rather than merely illustrated, by its convergence with modern frameworks. Carroll's CSR pyramid and Freeman's stakeholder theory both recognise that legitimate conduct extends beyond legal compliance and must account for a wider network of affected parties. Yet both frameworks treat economic interest and ethical responsibility as distinct layers to be balanced against one another—Carroll as separate rungs of a hierarchy, Freeman as competing interests to be managed. These frameworks lack the insistence that this apparent tension dissolves under proper analysis, an insistence that Cicero supplies. The ethical course of action is not a sacrifice of advantage but its truest expression. The merchant who discloses the incoming ships does not forgo profit; he secures the reputation, trust, and continued access to markets on which lasting prosperity depends. The seller who reveals the defects does not accept a loss; he fulfils the conditions under which exchange is a genuinely fair institution rather than an opportunity for

exploitation. Carroll and Freeman tell us how to balance competing obligations; Cicero tells us why, correctly understood, they are not in competition at all.

What the paper has ultimately shown is not only that Cicero's conclusion—that the *honestum* is always truly *utile*—can be applied to concrete instances of commercial transaction, but something of broader methodological significance. In any domain where the full range of moral obligation cannot be codified in advance as explicit rules, the agent cannot simply defer to institutional compliance and consider the matter closed. Cicero's *praecepta* provide a framework for deliberation that identifies when the rules are sufficient and when moral reasoning must extend beyond them. The criteria of hierarchy and circumstance, the distinction between types of silence, the subordination of civil to natural law, the recognition of *fides* as a systemic rather than merely interpersonal condition: these are not antiquarian curiosities but tools for navigating precisely the kinds of cases that formal systems are structurally incapable of anticipating. In this sense, *De Officiis* remains what it has always been—a practical guide for agents who must act well in a world that no rulebook can fully govern.

Endnotes

[1] The aim of this paper is to reconstruct Cicero's ethical framework as it operates in *De Officiis* and to demonstrate its internal coherence on questions of transparency, trust, and the relationship between *honestum* and *utile*. Section 2 gestures toward the conditions under which this framework intersects with modern business ethics but a systematic application to contemporary institutional and competitive conditions lies beyond the scope of the present analysis.

[2] The 4-Personae theory (*Off.* 1.93–1.153) is as follows: Cicero, following Panaetius, points out that each of us have 4 personae or roles that define and affect our decisions. The first personae, or role is common to everyone of being human (107). The second is the specific nature and qualities with which one has been endowed (107). The third is the various social attributes which circumstance has endowed one with, this can be social status, wealth and so on

(115). And the fourth is one chooses to take up in one's life, that is, the path of career (117).

[3] *De Re Publica* 1.48 '… But if people would maintain their rights… no form of government would be superior, for they themselves would be masters of laws and the courts, of war and peace, of international agreements, and of every citizen's rights and property…' *De Re Publica* 1.49 '… For if we cannot agree to equalize men's wealth, and equality of innate ability is impossible, the legal rights at least of those who are citizens of the same commonwealth ought to be equal. For what is a State except an association or partnership in justice?'

[4] See Plato's Republic 428d-434c where Socrates describes all 4 cardinal virtues.

[5] At no point in *De Officiis* Cicero explicitly defines what the 'common good' is. It is likely that Cicero works with the Aristotelian concept of *koinon agathon* (common advantage), which is not a collection of individual benefits but a shared opportunity for all citizens to live a flourishing life. See for instance chapter 10: *Cicero's definition of res publica* in Schofield's book (1999) Saving the City which outlines what Cicero holds to be a *res publica*. The inference drawn on the likely meaning behind Cicero's use of the term comes from various parts of *De Officiis* as well as understanding the idea behind Cicero's *res publica* from Schofield's work.

[6] Cicero's argument is susceptible to misinterpretation. It can be interpreted that his insistence on acting for the common good as a form of extended self-interest, that is, to recommend beneficent conduct because it ultimately advantages the agent who practices it. When he argues that advantage severed from the common good is, by definition, not truly advantageous he is not instrumentalizing the common good in service of self-interest. Rather, the the relationship is constitutive, not instrumental.

[7] This interpretation is supported by Diogenes's statement at 3.52: 'to conceal is not simply whatever you keep silent about, but rather when, for the sake of your own advantage, you want those whose interest it is to know what you know to remain ignorant of it.'

[8] This has a striking resemblance to Kant's later formulation of categorical imperative. The formula of humanity mandates that humanity be treated always as an end and never merely as a means, although Cicero comes at it through the Stoic under societas rather than rationality.

[9] As opposed to unknowingly, which according to Aristotle (Nicomachean Ethic 3,1–3) a lack of knowledge makes someone's action involuntary.

[10] *Off.* 3.53 and see also footnote 3 on page 119 of Cicero, M.T. (1991), *On Duties*, ed. E.M. Atkins.

[11] It is unclear whether Antipater means necessary also on legal terms or not, however, it is clear that he means it to be necessary on the moral level.

[12] 'The reason for making constitutional laws was the same as that for making kings... For rights that were not open to all alike would be no rights'

[13] Conflicts of duty can be categorized into two forms: the first involves choosing between duties that arise from two different situations, such as a duty arising out of a promise made to a friend and a duty arising out of care for one's sick child. The second involves choosing between duties that arise from a single situation; the merchant's case is an example of this conflict.

[14] This prioritization of specific relationships and situational urgency (cf. *De Officiis* 1.59) aligns with the contemporary 'ethics of partiality'. For an in-depth discussion on how personal relationships generate unique moral reasons (see works by Monika Betzler and Philipp Brüllmann 2025).

[15] *Off.* 159 for example: 'one would sooner assist a neighbour in gathering his harvest than either [63] a brother or a friend; but should it be a case in court, one would defend a kinsman and a friend rather than a neighbour.'

[16] This list of stakeholder is limited. Naturally this list could be further widened, however, for the purpose of the argument and the scope of the paper these were picked. Furthermore, the argument puts a stress on those who are immediately affected by the sale.

[17] If the enterprise itself is inefficient or wrong in some sense, it seems plausible that not much importance should be paid to it. Given that the

merchant is described as a good man it is assumed that the enterprise itself is good.

[18] Off. 1. 20: 'The first office of justice is to keep one man from doing harm to another, unless provoked by wrong; and the next is to lead men to use common possessions for the common interests, private property for their own.'

[19] This advantage is considered unfair in the sense that the merchant uses a privileged position of knowledge to hinder others from making a sale.

[20] See also Akerlof 1970, *The market for lemons*: where the paper prefigures the economic theory of asymmetric. Just as Cicero argues that the merchant's concealment violates the human fellowship necessary in trade, Akerlof argues how a lack of transparency and trust leads to adverse selection. Essentially 'bad' products drive out 'good' ones which results in total market collapse. A parallel can be drawn here: authors suggest that the health of an institution relies on a shared baseline of honesty that transcends mere legal compliance.

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Conflict of Interest Statement

The author declares that there is no conflict of interest.

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