

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 102317 / January 31, 2025

ADMINISTRATIVE PROCEEDING

File No. 3-20628

<hr/>	:	ORDER CREATING FAIR FUND
In the Matter of	:	AND SETTING DEADLINE TO
	:	SUBMIT PROPOSED PLAN OF
VTB Capital plc,	:	DISTRIBUTION
	:	
Respondent.	:	
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ADMINISTRATIVE PROCEEDING

File No. 3-20629

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In the Matter of	:
	:
Credit Suisse Group AG,	:
	:
Respondent.	:
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On October 19, 2021, the Commission issued separate, but related settled cease-and-desist orders (collectively, the “Orders”) against VTB Capital plc (“VTB Capital”)¹ and Credit Suisse Group AG (“Credit Suisse”)² (collectively, the “Respondents”) regarding an offering fraud and violations of the internal accounting controls and books and records provisions of the Foreign Corrupt Practices Act by Credit Suisse, from 2013 to 2016, in connection with three

¹ Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Making Findings, and Imposing a Cease-and-Desist Order, Securities Act Rel. No. 11000 (Oct. 19, 2021) (Admin. Proc. File No. 3-20628) (the “VTB Capital Order”).

² Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Securities Act Rel. No. 11001 (Oct. 19, 2021) (Admin. Proc. File No. 3-20629) (the “Credit Suisse Order”).

interconnected transactions involving, among others, United Kingdom-based Credit Suisse entities and Mozambican state-owned entities. The transactions include a syndicated loan and two securities offerings by Mozambican state-owned entities, the first of which Credit Suisse underwrote, structured, marketed, and distributed, and the second of which Credit Suisse underwrote, structured, marketed, and distributed as a joint lead manager with VTB Capital, another international investment bank.

In their respective Orders, the Commission ordered Credit Suisse to pay disgorgement of \$26,229,233, prejudgment interest of \$7,822,639, and a civil penalty of \$65,000,000, and ordered VTB Capital to pay disgorgement of \$2,000,000, prejudgment interest of \$429,883.94, and a civil penalty of \$4,000,000. In each of the Orders, the Commission ordered the civil money penalties collected to be held pending a decision whether the Commission, in its discretion, would seek to distribute the funds pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 or transfer the funds to the U.S. Department of the Treasury (“Treasury”).³

The Respondents have paid in full for a total of \$105,481,755.94. The funds, plus any accrued interest, are held in Commission-designated accounts at the Treasury.

The Commission staff has concluded that a distribution is feasible and appropriate based on the harm suffered by investors as a result of the Respondents’ conduct described in the Orders. A notice and claims process will be needed to identify harmed investors and a single distribution of the funds collected from the Respondents is the most efficient and cost-effective way to maximize the distribution of funds to harmed investors. Accordingly, the Division of Enforcement (the “Division”) recommends that a single Fair Fund (the “Credit Suisse Fair Fund”) be created, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 so the civil

³ The VTB Capital Order erroneously directed the disgorgement and prejudgment interest to be paid to the Commission for transfer to the general fund of the Treasury.

money penalties collected, along with the disgorgement and prejudgment interest collected from the Respondents, can be distributed to harmed investors.

The Division further recommends that the Commission, in accordance with Rule 1101 of the Commission's Rules on Fair Fund and Disgorgement Plans (the "Commission's Rules"),⁴ set July 31, 2025, as the date by which the Division will submit a proposed plan of distribution ("Proposed Plan") for the Credit Suisse Fair Fund. In making this recommendation, the Division states that this is a complex case, and it requires sufficient time to select and appoint a tax administrator, solicit and appoint a fund administrator, develop the distribution methodology, and prepare a Proposed Plan.

Accordingly, IT IS HEREBY ORDERED, that:

- A. the Credit Suisse Fair Fund is created pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 for the disgorgement, prejudgment interest, and civil money penalties collected from Credit Suisse and VTB Capital for distribution to harmed investors;
- B. the \$2,429,883.94 collected from VTB Capital, consisting of disgorgement and prejudgment interest, and any interest that has accrued thereon, will be recalled from the U.S. Department of the Treasury and added to the Credit Suisse Fair Fund for distribution to harmed investors; and

⁴ 17 C.F.R. § 201.1101(a).

C. the due date by which the Division will submit a Proposed Plan for the Credit Suisse Fair Fund in accordance with Rule 1101(a) of the Commission's Rules, 17 C.F.R. § 201.1101(a), is set for July 31, 2025.

By the Commission.

Vanessa A. Countryman
Secretary