

Item 1: Cover Page

**DOMA Perpetual Capital Management, LLC**  
**Form ADV Part 2A: Firm Brochure**

Principal Office  
3350 Virginia St, Suite 530  
Miami, FL 33133  
<http://domaperpetual.com/>

March 21, 2024

This brochure provides information about the qualifications and business practices of DOMA Perpetual Capital Management, LLC (“DOMA” or the “Investment Manager” or the “Company”). If you have any questions about the contents of this brochure, please contact us at 305-549-5081. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about DOMA is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Material Changes**

This section discusses only specific material changes that are made to this Brochure since the Brochure dated March 17, 2023. It does not describe other modifications to this Brochure, such as stylistic changes or clarifications. We have not made any material changes to this Brochure since our last filing.

### **Item 3: Table of Contents**

Item 2: Material Changes .....	2
Item 3: Table of Contents .....	3
Item 4: Advisory Business .....	4
Item 5: Fees and Compensation .....	4
Item 6: Performance Based Fee and Side-by-Side Management .....	5
Item 7: Types of Clients .....	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9: Disciplinary Information.....	11
Item 10: Other Financial Industry Activities and Affiliations.....	11
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	11
Item 12: Brokerage Practices.....	12
Item 13: Review of Accounts .....	12
Item 14: Client Referrals and Other Compensation .....	13
Item 15: Custody .....	13
Item 16: Investment Discretion .....	14
Item 17: Voting Client Securities.....	14
Item 18: Financial Information.....	14

## **Item 4: Advisory Business**

DOMA is a Delaware limited liability company founded in 2022 and headquartered in Miami, Florida. DOMA is primarily owned by its founder, CIO and CEO, Pedro Escudero. Doma Perpetual Partners GP, LLC (the general partner) is the controlling owner of DOMA, and the majority is also owned by Pedro Escudero.

DOMA provides discretionary investment management services to institutional separate account clients and private funds (the “Funds”). DOMA serves as investment manager to the DOMA Perpetual LO Equity Master Fund (the “Master Fund”), along with two feeder funds (one an onshore vehicle, and one an offshore vehicle (each, a “Feeder Fund,” and together, the “Feeder Funds”). DOMA employs an opportunistic, fundamentals-based strategy that invests in equities of companies across a variety of sectors and market caps throughout the world. DOMA strives to identify attractive businesses with pricing power (monopolistic companies that determine prices and market leading companies that can maintain the highest margins among their peer group) and uncorrelated return streams while limiting exposure to downside risks. In this regard, DOMA’s investment recommendations are generally limited to equities and equity swaps.

As of December 31, 2023, DOMA had approximately \$106,793,320 of regulatory assets under management which the Company manages on a discretionary basis.

## **Item 5: Fees and Compensation**

### Management Fees

As described more fully in DOMA’s standard investment management agreements, DOMA is entitled to a management fee, payable quarterly in advance. DOMA’s standard fee for separately managed accounts is 1.5%. In addition, DOMA typically charges a performance fee to its separate account clients, subject to a hurdle rate. DOMA’s investment management and performance fees are negotiable.

As described more fully in the Funds’ governing documents, DOMA is entitled to receive a management fee with an amount payable monthly in advance equal to 0.125% per month (1.5% per annum) of the value of each Investor’s share of the net assets of the Fund, calculated as of the first calendar day of each calendar month, adjusted for subscriptions and redemptions made during the month and without accrual of the Incentive Allocation.

The Management Fee will be paid at the Master Fund level, and no management fee will be charged at the Feeder Fund level. The management fee and any performance-based compensation are deducted from the Funds and calculated by the Funds’ unaffiliated third-party administrator. In general, these fees are not negotiable. The Investment Manager may also from time to time establish separate classes of interests in the Funds and such classes may include management fee terms that differ from those described above. The Investment Manager may waive or modify the Management Fee for Investors that are members, employees or affiliates of, or advisors to, the Investment

Manager and for certain strategic investors, or as otherwise determined by the Investment Manager, in its sole discretion, including during a wind down of the Fund's operations.

DOMA has the discretion to enter into side letters or similar written agreements with Fund Investors which have the effect of establishing rights under, or altering or supplementing the terms of, the relevant governing documents. In addition to the compensation payable to DOMA described above, each Feeder Fund will bear their own, and their pro rata share of the Master Fund's, costs and expenses related to investments and operating costs. The list below details some of these expenses, but does not include every possible expense that the funds may incur:

- Investment expenses such as brokerage commissions and other transaction costs, clearing and settlement charges, interest and commitment fees on margin accounts or debit balances or other borrowings, borrowing charges on investments sold short, and expenses relating to trade errors;
- Research expenses, including travel and due diligence expenses, trading expenses incurred through the use of technology;
- Other expenses related to the purchase, sale, or transmittal of assets;
- Banking costs, custodial fees, pricing services; and
- Any other expenses which we reasonably determine to be directly related to the investment of Fund assets.

Detailed information regarding the expenses charged to the Funds is provided within the Funds' governing documents. DOMA will only seek reimbursement for expenses that are provided under the Funds' governing documents and will ensure that any expenses that are shared between the Funds and DOMA are fair and equitable.

## **Item 6: Performance Based Fees and Side-by-Side Management**

As noted above, DOMA typically charges a performance fee to its separate account clients and its private funds, subject to a specified hurdle rate. The performance fee will be computed and charged separately from the quarterly management fee.

As noted above, and with respect to separate account clients, the Company negotiates performance fees with such clients on a case-by-case basis.

When DOMA invests in the same securities in the Funds as in the accounts of its separate account clients, such transactions are typically aggregated or "grouped" transactions when executed on the same day to ensure efficient trade execution. This also allows the Company to provide an average price for each client/Fund trade, minimizes the risk of preferential treatment for certain clients over the Funds (or vice versa), and is consistent with our obligations to obtain the best execution for client trades. DOMA's goal is to achieve fairness of execution over time across its entire client base.

## **Item 7: Types of Clients**

DOMA provides advisory services to large institutional separate accounts and private funds. The private investment funds operate as pooled investment vehicles intended to provide management expertise and other advantages to clients. The private investment funds are organized in a “master-feeder” structure, where the Feeder Funds invest substantially all of their assets into the Master Fund, although the Feeder Funds may make direct investments for tax, legal or regulatory reasons.

DOMA has the ability to enter into letter agreements or other similar agreements with one or more clients or fund investors which provide such parties with additional and/or different provisions (including, without limitation, with respect to management fees, the performance allocations, access to information, and minimum investment amounts). DOMA will not be required to notify any or all of its other clients or fund investors of any such written agreements or any of the terms or provisions thereof, nor will DOMA be required to offer such additional and/or different terms to any or all of the other clients or investors.

## **Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

### **Investment Objectives & Strategy**

The Investment Manager’s investment objective is to deliver attractive risk-adjusted returns while protecting capital in various market conditions and stages of the investment cycle. The Investment Manager seeks to achieve clients’ (references to “clients” hereinafter also include private funds) investment objectives by making value-oriented investments through a concentrated, best ideas, fundamentals-driven approach, in long-only equity securities.

The Investment Manager employs a targeted and fundamental value research approach to building a portfolio of high conviction investment opportunities. The Investment Manager seeks to preserve capital and mitigate risk, prioritizing investments in jurisdictions with solid legal frameworks and in conservatively financed companies with reliable reporting and transparent valuations, all while maintaining a portfolio of liquid investments.

The Investment Manager’s investment strategy is based on finding and recognizing undervalued stocks with strong free cash flow generation and identifiable catalysts. Catalysts may include spin-offs, share repurchases, changes in business fundamentals, new product introductions, mergers, acquisitions, and legal/regulatory developments. The Investment Manager conducts comprehensive due diligence on potential investments with attractive risk/reward characteristics. The due diligence process generally begins with a detailed analysis of a company’s business model and industry to identify both the key drivers of business growth as well as the assumptions in the model that are most at risk. The Investment Manager focuses on free cash flow generation as a true indicator of the long-term value creation of the company. The focus expands to determining returns on incremental capital that the business is yielding through the allocation and/or reinvestment of the free cash flow. The Investment Manager is generally interested in companies with a consistent history of earnings growth and reasonable visibility on future earnings growth as key drivers to strong retained earnings over time. The Investment Manager generally, targets companies with

strong balance sheets from both a financial leverage and working capital perspective as well as tenured and exceptional management. Comprehensive downside analysis is performed on each investment to assess the inherent risks involved.

The Investment Manager will seek to identify “inflection points” for potential investments, which often precede significant movements in a company’s stock price. Examples of inflection points are: (1) companies and industries experiencing a transition or shift; (2) companies underdoing an improvement in operations; (3) financial or legal events that result in complexity or uncertainty; (4) management or ownership changes, including spin-offs, mergers and acquisitions; (5) temporary shifts in stock prices caused by an overreaction to a short-term event; and (6) volatility in the market on recessions. Events around inflection points often cause inefficiencies where the market price differs significantly from a company’s intrinsic value.

### **Investment Process**

The Investment Manager believes that investment opportunities are found through diligent research. The Investment Manager’s research may include interviews with management, detailed financial analysis, and review of regulatory filings and shareholder communications and examination of industry and competitive environments. When reviewing potential investments, the Investment Manager seeks to identify capable management whose interests are properly aligned with shareholders. In particular, the Investment Manager will look for management teams with significant stakes in the company and appropriate incentives.

The Investment Manager follows a disciplined investment process which consists of five steps: 1) identification; 2) research; 3) relationship building; 4) investment, and 5) on-going monitoring. Risk management is a core component which is applied at each stage of the investment process.

#### **Identification:**

The Investment Manager’s investment ideas are generated from a diverse array of sources, including primary research, industry and investment community contacts, reviews of SEC filings, trade and financial publications, trade shows, investment conferences and quantitative screens. When evaluating potential investments, the Investment Manager employs investment discipline based on what it believes to be a time proven and exhaustive “bottom-up” investigative research process.

#### **Research:**

The research portion of the process is where the Investment Manager formulates its investment thesis. After identifying investment candidates, the Investment Manager performs a detailed analysis of each target company including a comprehensive evaluation of management, ownership, strategy, technology financial performance, and stage of the relevant industry cycle. Historical financial performance is analyzed within the context of the broader economic environment and market conditions. The Investment Manager will also seek to utilize its transaction experience and network of contacts to enhance clarity and understanding of the investment opportunity. Research is further enhanced by relevant historical and biographical information on key players within the company, including their business philosophies, practical experience, past performance and values. Additional

analysis of the company may include visits to business locations to observe customer service, speak with employees and experience product or service offerings.

**Relationship Building:**

Relationship building is conducted during both the investment and monitoring processes and is comprised of engaging in active dialogue with management, advisors, customers and competitors. This may be achieved through site visits, participation on conference calls, and one-on-one meetings.

**Investment:**

The Investment Manager intends to make disciplined open market purchases to build positions over time. Because of the Investment Manager's background and experience in complex financial transactions, the Investment Manager expects to take advantage of multiple methods of acquiring ownership interests in companies, including, for example, the use of derivatives and privately negotiated transactions for block shares.

**On-going Monitoring:**

Following an investment, the Investment Manager will closely monitor portfolio companies along with any other investments and will continue relationship building and research activities. The Investment Manager intends to evaluate milestones of each investment, while continuing to reassess its level of conviction and adherence to the original investment thesis.

**Investment Policies & Risk Management**

The Investment Manager's general policies concerning its investment strategy and various types of securities include:

**Risk Management:**

Managing risk is an integral aspect of the Investment Manager's investment strategy, balancing the goals of preservation of capital with a satisfactory return on investment. The Investment Manager will seek to manage risk at both the portfolio level and individual security level through rigorous research and analysis. The Investment Manager will closely monitor position concentrations as well as sector and geographic concentrations.

Generally, the Investment Manager will seek to sell an investment when the market price exceeds its estimated fair value, business fundamentals change, the investment thesis is no longer valid, or if more attractive investment alternatives develop, providing better portfolio balance and risk management.

**Overall Investment Risk:**

All securities investments risk the loss of capital. The nature of the securities to be purchased and traded for clients and the investment techniques and strategies to be employed in an effort to increase profits may increase this risk. While the Investment Manager will devote its best efforts to the management of client portfolios, there can be no assurance that the clients will not incur losses. Many unforeseeable events, including actions by various



government agencies, and domestic and international political events, may cause sharp market fluctuations.

Foreign Investments:

The Investment Manager may invest client assets in non-U.S. securities from time to time. Securities of issuers in some non-U.S. jurisdictions may be subject to risks not normally associated with U.S. domestic securities. These include: fluctuations in foreign exchange rates, political instability, illiquidity, and unfavorable tax treatment.

Cash Management:

Absent available attractive investment opportunities or as a result of a capital infusion, a significant portion of a client's assets may be held in cash or cash equivalents from time to time. The Investment Manager anticipates that once a client's portfolio is fully invested, it will typically maintain cash balances of no more than 10% of the portfolio's value, although such percentage may be higher from time to time due to various factors. The Investment Manager may attempt to generate returns on its cash positions through investments in highly liquid government securities, money market funds backed by Treasury bills, bank deposit programs, commercial paper, or similar investments.

Currency Risks:

The Investment Manager may invest client assets in securities denominated in various currencies and in other financial instruments, the price of which is determined with reference to such currencies. Client investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. In some instances where clients hold non-U.S. securities, efforts will be made to hedge against exchange rate risk. Client accounts will, however, be valued in U.S. Dollars. To the extent unhedged, the value of client assets will fluctuate with U.S. Dollar exchange rates as well as with price changes of their investments in the various local markets and currencies. Forward currency contracts and options may be utilized to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Leverage Risk:

The Investment Manager may rely on margin borrowing to enhance returns and provide short-term liquidity for clients. Clients may obtain leverage by borrowing funds from banks and other financial institutions. Clients may also gain leverage synthetically through swaps and other derivatives. The use of leverage to purchase additional securities creates an opportunity for increased return, but also creates risks for the clients, including increased variability of the clients' net income and net asset value. Leverage is a speculative technique that exposes clients to greater risk of losses and increased costs than if it were not implemented. Increases and decreases in the value of the client's portfolio will be magnified if the client uses leverage. In particular, leverage may magnify interest rate risk, which is the risk that the prices of portfolio securities will fall (or rise) if market interest rates for

those types of securities rise (or fall). As a result, leverage may cause greater changes in the client's net asset value, which will be borne entirely by the client. If the Investment Manager engages in other borrowings on behalf of clients, clients will have to pay interest on borrowings, which will increase expenses and may reduce the client's return. The Investment Manager's leveraging strategy on behalf of clients, if utilized, may not be successful.

Lack of Diversification:

Although the Investment Manager's clients may not have specific investment restrictions with respect to types of securities, countries or industry sectors, such clients' portfolios may not be as diversified as other investment vehicles. Accordingly, client portfolios may be subject to more rapid change in value than would be the case if such clients were required to maintain a wide diversification. In general, a less diversified portfolio bears more risk than a broadly diversified portfolio.

Cybersecurity:

DOMA and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A cybersecurity breach could expose both DOMA and its clients to substantial costs (including, without limitation: those associated with forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information and reputational damage; civil liability as well as regulatory inquiry and/or action). In addition, any such breach could cause substantial withdrawals from a client's or fund's account. While DOMA has established a business continuity plan in the event of, and risk management strategies, systems, policies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures including the possibility that certain risks have not been identified. Furthermore, DOMA and its clients cannot control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers to clients and/or the issuers in which the clients invest.

Business, Terrorism and Catastrophe Risks:

Clients will be subject to the risk of loss arising from exposure that it may incur, indirectly, due to the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism, and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on DOMA's business and the clients and investments made by DOMA.

## **Item 9: Disciplinary Information**

Neither DOMA nor any of its employees have been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of DOMA's advisory business or the integrity of its management.

## **Item 10: Other Financial Industry Activities and Affiliations**

DOMA and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

DOMA strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. In seeking to meet these standards, DOMA has adopted a Code of Ethics (the "Code"). The Code requires all employees to act with competence, dignity, integrity, and in an ethical manner when interfacing with the public, current or potential Investors, third-party service providers, and fellow employees. Employees must use reasonable care and exercise independent judgment when conducting investment analysis, making investment recommendations, making investment transactions, promoting DOMA's services, and engaging in other professional activities. DOMA expects all employees to adhere to the highest standards with respect to any potential conflicts of interest with clients. As a fiduciary, DOMA must act in its clients' best interests.

The Code also places restrictions and requirements on personal trades by employees, including that employees disclose their personal securities holdings and transactions to DOMA on a periodic basis. Employees must receive written preclearance from the CCO prior to opening a trading account. If an employee holds reportable individual securities prior to joining the Company, the Employee may continue to hold the existing securities or wind down such positions as they see fit, upon receiving written pre-clearance from the CCO. Employees will not be permitted to open any new positions or add to existing ones in personal trading accounts without preclearance from the CCO.

A copy of the Company's Code of Ethics shall be provided to any client or prospective client upon request. Investors may obtain a copy of our Code of Ethics by contacting DOMA's Chief Compliance Officer at (305)-549-5081.

## **Item 12: Brokerage Practices**

### Soft Dollar Benefits

DOMA accepts only proprietary research from the brokers and does not enter into any soft dollar arrangements whereby it receives research or any other benefit from third parties. Research services received from brokers and dealers are supplemental to DOMA's own research effort. To the best of DOMA's knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. DOMA does not separately compensate such broker-dealers for the research and does not believe that it "pays-up" for such broker-dealers' services due to the difficulty associated with the broker-dealers not breaking out the costs for such services. The Company believes its acceptance of research from brokers is done in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934, as amended.

### Best Execution Reviews

DOMA, in its sole discretion, is responsible for selecting the trading venue including the executing broker-dealer. The investment team will be responsible for performing best execution reviews which will be conducted on a periodic basis. Such reviews will take into account the following factors: the ability to effect prompt and reliable executions at favorable prices; the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the reputation of the broker; the firm's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available research services considered to be of value; the value and quality of research, investment strategies, special execution capabilities, clearance, settlement, custody, record keeping and other services; and the competitiveness of commission rates in comparison with other brokers satisfying the Investment Manager's other selection criteria.

### Trade Errors

DOMA seeks to detect trade errors prior to settlement and to correct and/or mitigate them in an expeditious manner. To the extent an error is caused by a third party, such as a broker, DOMA will seek to recover any losses associated with the error from that third party. Trade errors that result other than as a result of DOMA's gross negligence or willful misconduct will be borne by the relevant client. To the extent that any gains arise from trading errors and as such are received by a client, then such gains will be retained by the relevant client.

### Client Referrals

DOMA does not compensate any custodian or broker/dealer for referring client accounts, or investors to its private funds.

## **Item 13: Review of Accounts**

DOMA reviews client and Fund accounts on a daily basis. These reviews include: an assessment of the valuations of the individual securities within the respective portfolios; the weightings of individual positions; the level of available cash and equivalents; and the various industry

concentrations. The goal of these reviews is to keep the portfolios invested in securities that will create long term value for its clients and Funds.

DOMA's CEO/CIO is responsible for ensuring compliance with client account restrictions (if any) and investment guidelines. Also, to extent technically feasible, investment guidelines and/or restrictions will be entered into DOMA's order management system in order to monitor compliance with them. Any changes to the formal investment guidelines of a client must be confirmed in writing and reviewed by the CCO.

The investment team reviews client portfolios of current holdings and pipeline of investment opportunities. These meetings typically include, among other things: (i) review of global macro-economic and geopolitical conditions; (ii) analysis of relevant capital and merger markets activity; (iii) equity market conditions; (iv) discussion of industry trends and specific corporate news; (v) review of news / data releases relevant to each company; and (vi) review and outlook for trading activity.

DOMA provides periodic reports to each separate account client. Such reports typically include a comprehensive investment memorandum describing the major events that occurred during the quarter. Such clients also receive account statements directly from their custodian on a periodic basis. The Funds' third party administrator provides reports to fund investors which show, among other things, capital account balances, contributions and redemptions, fees and expenses, and other information. DOMA provides comprehensive investment memoranda to fund investors as it does to separate account clients. In addition, DOMA has engaged a third party auditor to audit the financial statements of the Funds on an annual basis. DOMA has arranged for the auditor's reports to be sent to fund investors as a matter of course.

## **Item 14: Client Referrals and Other Compensation**

DOMA does not have any arrangements with outside parties for referring clients, or investors to its private funds.

## **Item 15: Custody**

All client assets are held in custody by unaffiliated broker/dealers or banks. DOMA's access to separate account clients is limited to trading discretion. With respect to the private funds, however, DOMA has custody of such funds' assets as a result of its affiliated general partner having full control over the disposition of such assets. As noted above, DOMA has engaged a third party to conduct an audit of the Funds' financial statements on an annual basis, and DOMA has arranged for the distribution of the auditor's reports to fund investors.

## **Item 16: Investment Discretion**

DOMA has full investment discretion over clients' accounts, including the amount and price of securities bought and sold, the preferred broker-dealer, and the commission rate. The CEO/CIO has control over and must approve all investment decisions. Records of the decision process are maintained and incorporated as important components of the ongoing review of the portfolio and management of risk.

## **Item 17: Voting Client Securities**

With respect to separate account clients, DOMA typically does not have authority to vote proxies in client accounts. With respect to private fund clients, although the affiliated general partner has complete authority over the assets of the funds, and as such has the authority to vote proxies, it typically does not do so.

## **Item 18: Financial Information**

A balance sheet is not required to be provided as DOMA does not solicit fees more than six months in advance. DOMA has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.