

PC MALL, INC.

CORPORATE GOVERNANCE GUIDELINES

(Adopted March 22, 2011)

Responsibility of the Board

The primary mission of the Board of Directors of PC Mall, Inc. (the “Company”) is to advance the interests of the Company’s stockholders by creating a valuable long-term business. The Board believes that this mission is best served by establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection and evaluation of senior management and members of the Board and by carrying out the Board’s responsibilities with honesty and integrity.

In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives, its auditors and other outside advisors. Board members are expected to devote the time necessary to appropriately discharge their responsibilities and to prepare for and, to the extent possible, attend and participate in all Board meetings and meetings of Board committees on which they serve. Each Board member is expected to ensure that other commitments do not materially interfere with the member’s service as a director.

Director Selection

Board Membership Criteria. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, at least annually, the appropriate skills and experience required of Board members. This assessment should include the factors set forth in the charter of the Nominating and Corporate Governance Committee and any further guidelines or policies adopted by the Board.

Selection of Director Nominees. The Nominating and Corporate Governance Committee will recommend candidates for election to the Board in accordance with the policies and principles in its charter and the criteria described herein. An invitation to join the Board should be extended by the Board jointly through the Chairman of the Board and the Chair of the Nominating . The Nominating and Corporate Governance Committee will be responsible for recommending the nomination of those incumbent directors it deems appropriate for re-election to the Board as part of the Committee’s annual review and selection process.

Director Orientation and Continuing Education. The Company will establish and review periodically an orientation program for new directors that includes presentations by senior management. All directors will also be invited to participate in the orientation program. Periodically, the Company may provide opportunities for directors to visit the Company’s principal facilities in order to provide greater understanding of the Company’s business and operations.

Board Composition

Independent Directors. A majority of the members of the Board must satisfy the applicable independence requirements of The NASDAQ Stock Market LLC (“NASDAQ”) and under applicable law.

Size of the Board. It is the sense of the Board that a smaller rather than a larger board is more effective for the needs of the Company. The Board believes that its current size of four directors is appropriate, as it provides for a diversity of perspectives without hindering effective discussion. The Board, through the Nominating and Corporate Governance Committee, periodically reviews the size of the Board and may consider adding other outstanding candidates to the Board under appropriate circumstances.

Positions of Chairman and CEO. The Board will select the Company’s Chief Executive Officer (“CEO”) and the Chairman of the Board in a manner that the Board determines to be in the best interest of the Company and its stockholders. The Board does not have a policy on whether or not the role of the CEO and Chairman of the Board should be separate or combined and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee director. The Board wishes to be free to make this choice any way that seems best for the Company at a given point in time.

Service on Other Boards. Directors are expected to advise the Chairman of the Board promptly upon accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such director is a member. No member of the Board shall serve on the Board of more than three other public companies.

Changes in Professional Responsibility. Directors are expected to report changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board and the Nominating and Corporate Governance Committee. A director should offer to resign if the Nominating and Corporate Governance Committee concludes that the director no longer meets the Company’s requirements for service on the Board.

Term Limits. The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, able to provide an increasing contribution to the Board as a whole.

Retirement Policy. The Board does not believe that age alone should determine whether an individual should serve as a director and therefore does not believe that a mandatory retirement age for directors is appropriate.

Director Compensation and Performance

Compensation Policy and Review. It is the policy of the Board to provide non-management directors with a mix of compensation, including an annual cash retainer, meeting attendance fees, and annual stock option and/or restricted stock grants based on continued

service on the Board and Company performance. Proposed changes in Board compensation shall initially be reviewed by the Compensation Committee, but any changes in the compensation of directors shall require the approval of the Board. The Compensation Committee shall periodically review the status of Board compensation in relation to comparable companies and other factors the Committee deems appropriate. The Committee shall discuss its review with the Board.

Transactions with Directors and their Affiliates. Except for employment arrangements with the CEO and other management directors (if any), the Company generally does not engage in transactions with directors or their affiliates if a transaction would cast into doubt the independence of a director, would present the appearance of a conflict of interest, or is otherwise prohibited by law, rule or regulation. This includes, directly or indirectly, any extension, maintenance or renewal of an extension of credit to any director or member of management of the Company. This prohibition also includes significant business dealings with directors or their affiliates, substantial charitable contributions to organizations in which a director is affiliated, and consulting contracts with, or other indirect forms of compensation to, a director. The approval of any related party transaction may be made only by the Audit Committee or another body or committee of the Board comprised solely of disinterested and independent directors.

Board Meetings

Schedule. Board meetings are scheduled in advance and held not less than quarterly. The Board holds special meetings as required.

Agendas. The Chairman of the Board, in consultation with the CEO and other members of senior management, will establish the agenda for each Board meeting. Each Board member may submit items to be included on the agenda. Board members may also raise subjects that are not on the agenda at any meeting.

Executive Sessions by Independent Directors. The independent directors will meet regularly (at least quarterly) without management directors present. Meetings of the independent directors should generally coincide with regularly scheduled Board meetings; however, a majority of independent directors may call a meeting of the independent directors at any time. The independent directors shall communicate the results of the meetings to the CEO, as appropriate.

Board Presentations and Access to Employees and Advisors. Directors shall have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisors, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. Each director will use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, provide the Chairman of the Board and the CEO with a copy of any written communications between a director and an officer or employee of, or advisor to, the Company.

The Board encourages senior management to invite to Board meetings officers, other key employees and independent advisors who can provide additional insight into the matters being discussed, or whom senior management believes should be given exposure to the Board.

Board Interaction with Investors, Media and Others. The Board believes that senior management speaks for the Company. Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do so with the knowledge of senior management and, in most instances, at the request of senior management.

Board Committees

Standing Committees. Consistent with applicable exchange listing requirements, the Board will have at all times an Audit Committee and a Compensation Committee and may have a Nominating and Corporate Governance Committee. All of the members of those committees will satisfy the applicable independence requirements set forth in NASDAQ listing requirements and under applicable law.

Committees shall receive authority exclusively through delegation from the Board through the Company's by-laws, Board resolutions, committee charters or as provided by these guidelines. In addition to the authority granted hereunder or under each committee's charter or in the case of a committee, by further resolution of the Board, the Board and each standing committee have the authority to retain and compensate independent legal, financial or other advisors as such committee may deem necessary without consulting or obtaining the approval of the Board or management of the Company.

Appointment and Term of Service of Committee Members. Committee members will be appointed by the Board with consideration of the desires of individual directors. Consideration will be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy. Committee chairs shall be designated by the Board or, in the absence of such a designation, by a majority of the members of the respective committee.

Committee Meetings and Committee Agenda. Each committee chair, in consultation with the committee members and appropriate officers of the Company, will determine the frequency of committee meetings consistent with the committee's charter, provided that a majority of committee members may call a meeting of the committee on which they are members at any time. Each committee chair, in consultation with the other members of the committee and senior management, will develop the committee's agenda.

Communications with Directors

The Company discloses in its annual proxy statement and on its website one or more methods by which shareholders and other interested persons may communicate directly with the Board and the independent directors as a group.

Management Evaluation and Succession

Evaluation and Compensation of Executive Officers. The Compensation Committee will review of the performance of the CEO and the other executive officers of the Company in light of the goals and objectives of the Company. The Compensation Committee will set executive officer compensation based on such factors set forth in its charter and otherwise as it deems appropriate.

Succession Planning and Management Development. The Nominating and Corporate Governance Committee may report to the Board on succession planning. Any succession plan may include appropriate contingencies in case the Chairman of the Board or the CEO retires or is incapacitated. The Board, with the assistance of the Nominating and Corporate Governance Committee, will evaluate potential successors to the Chairman of the Board and the CEO. The Chairman of the Board and the CEO should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Review of Corporate Governance Guidelines

The Board, with the recommendation of the Nominating and Corporate Governance Committee, shall review these guidelines on an annual basis to determinate whether any changes are appropriate.

Amendments, Modifications or Waivers

These guidelines may be amended, modified or waived by the Board, and waivers of these guidelines may also be granted by the Nominating and Corporate Governance Committee, subject to any applicable disclosure and other provisions of the Securities and Exchange Act of 1934, the provisions of these guidelines, and the applicable rules of NASDAQ.