

## PC MALL, INC.

### **POLICY AND PROCEDURES FOR IDENTIFYING AND EVALUATING CANDIDATES FOR THE BOARD OF DIRECTORS**

The following policy is adopted by the Board of Directors (the "Board") of PC Mall, Inc. (the "Company") to establish certain procedures and to address certain other matters in connection with the rules promulgated by the Securities and Exchange Commission (the "SEC") relating to the director nominations process and other matters.

#### **I. Consideration of Director Candidates Recommended by Shareholders**

It is the policy of the Board to consider any director candidates recommended by a shareholder of the Company, provided the information regarding director candidates recommended by a shareholder is submitted to the Board in compliance with this policy.

#### **II. Procedures for Submission of Director Candidates Recommended by Shareholders to the Board**

A director candidate nomination from a shareholder must be provided in writing and must include: (a)(1) the candidate's name, age, business address and residence address, (2) the candidate's biographical information, including educational information, principal occupation or employment, past work experience (including all positions held during the past five years), personal references, and service on boards of directors or other material positions that the candidate currently holds or has held during the prior three years, (3) the class and number of shares of the Company which are beneficially owned by the candidate, (4) any potential conflicts of interest that might prevent or otherwise limit the candidate from serving as an effective member, and (5) any other information pertinent to the qualification of the candidate; and (b)(1) the name and record address of the shareholder making the recommendation, and (2) the class and number of shares of the Company which are beneficially owned by such shareholder and the period of time such shares have been held, including whether such shares have been held for in excess of one year prior to the date of the recommendation. These director candidate recommendation materials are to be sent to the Secretary of the Company, at the address of the Company's principal executive offices, and may be submitted at any time.

Notwithstanding the foregoing, for inclusion of the director candidate nominated by a shareholder in the slate of director nominees for approval by shareholders of the Company in connection with a special meeting or annual meeting of shareholders and for inclusion of information relating to such director candidate in the Company's proxy statement relating to such a meeting, the shareholder must submit the relevant information set forth above and other information reasonably requested by the Company within the timeframe proscribed in Rule 14a-8 of Regulation 14A under the Securities Exchange Act of 1934, as amended ("Regulation 14A"). Such shareholder shall further comply with the additional requirements under Regulation 14A and other applicable rules and regulations.

#### **III. Qualifications of Board Candidates**

There are no specific, minimum qualifications that the Board shall require to be met by a director nominee recommended for a position on the Board, nor are there any specific qualities or skills that are necessary for one or more of the Company's directors to possess, other than as are necessary to meet any requirements under rules and regulations applicable to the Company.

The Board shall consider a potential candidate's experience, areas of expertise, and other factors relative to the overall composition of the Board.

#### **IV. Process for Identification and Evaluation of Director Candidates**

(a) In lieu of a nominating committee, candidate(s) for director nominee(s) in the event of a vacancy or the establishment of a new directorship on the Board shall be made to the full Board for consideration and approval upon the recommendation of no less than a majority of the independent members of the Board.

(b) The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, contributing to the Board's ability to work as a collective body, while giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure. Accordingly, the process for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to satisfy the criteria for membership on the Board, whom the independent members of the Board believe continue to make

important contributions to the Board and who consent to continue their service on the Board. Consistent with this policy, in considering candidates for election at annual meetings of shareholders, the independent members of the Board will first determine the incumbent directors whose terms expire at the upcoming meeting and who wish to continue their service on the Board.

(c) The independent members of the Board will evaluate the qualifications and performance of the incumbent directors that desire to continue their service. In particular, as to each such incumbent director, the independent members of the Board will (i) consider if the director continues to satisfy the minimum qualifications for director candidates adopted by the independent members of the Board, (ii) review any assessments of the performance of the director during the preceding term made by the Board, and (iii) determine whether there exist any special, countervailing considerations against re-nomination of the director.

(d) If the independent members of the Board determine that an incumbent director consenting to re-nomination continues to be qualified and has satisfactorily performed his or her duties as director during the preceding term; and there exist no reasons, including considerations relating to the composition and functional needs of the Board as a whole, why in the view of the independent members of the Board the incumbent should not be re-nominated, the independent members of the Board will, absent special circumstances, propose the incumbent director for re-election.

(e) The process by the independent members of the Board for identifying and evaluating nominees for director, including nominees recommended by a shareholder, involves (with or without the assistance of a retained search firm):

- . compiling names of potentially eligible candidates;
- . conducting background and reference checks;
- . conducting interviews with candidates and/or others (as schedules permit);
- . meeting to consider and approval final candidates; and
- . as appropriate, preparing and presenting to the full Board an analysis with regard to particular, recommended candidates.

During the search process, the independent directors shall endeavor to identify director nominees who have the highest personal and professional integrity, have demonstrated exceptional ability and judgment, and, together with other director nominees and members, shall effectively serve the long-term interests of the Company's stockholders and contribute to the Company's overall corporate goals.

(f) In considering potential new directors, the independent members of the Board will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are:

- . personal and professional integrity;
- . broad experience in business, finance or administration;
- . familiarity with the Company's industry; and
- . prominence and reputation.

Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there shall be further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. Nominees will be screened to ensure each candidate has qualifications which compliment the overall core competencies of the Board. A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making a recommendation of candidates to the Board, the independent directors shall bear in mind that the foremost responsibility of a director of the Company is to represent the interests of the stockholders as a whole. The screening process shall include a background evaluation and a review of the potential nominee's qualification as an independent director under applicable SEC and Nasdaq rules and regulations.

There are no differences in the manner in which the Board considers and evaluates nominees for director based on whether the nominee is recommended by a shareholder.