

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OF

PC MALL, INC.

(Adopted March 22, 2011)

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of PC Mall, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities with respect to matters involving (a) the identification of individuals qualified to become members of the Board consistent with criteria approved by the Board, (b) recommending to the Board persons to be selected as nominees for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board and addressing related matters, and (c) developing and recommending to the Board corporate governance principles applicable to the Company. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s Bylaws and by applicable law.

II. Committee Membership

Committee members shall be elected by the Board and shall serve until their successors shall be duly elected and qualified. Committee members may be removed at any time by vote of the Board. The Committee shall consist of no fewer than two members. Each member of the Committee shall meet (i) the independence requirements of The NASDAQ Stock Market LLC (“NASDAQ”) and (ii) any other applicable regulatory requirements, subject in each case to any applicable exemptions and transition provisions.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company’s Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

The Committee shall meet no less than once per year at a time and place determined by the Committee or its chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

The Committee chairperson, if any, will preside at each meeting and, in consultation with

the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee, if any, shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions.

IV. Committee Authority and Responsibilities

The following shall be the principal duties and responsibilities of the Committee:

A. *Director Selection*

1. The Committee shall establish procedures and criteria for selecting new directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise and factors relating to the composition of the Board (including its size and structure). Once established, the criteria shall be submitted for approval by the Board. The initial procedures for identifying and evaluating candidates for the Board are set forth in Exhibit A.
2. Consistent with the criteria approved by the Board, identify and review the qualifications of potential nominees for election to the Board, including incumbent directors and candidates recommended by stockholders.
3. Evaluate all prospective director nominees, including those nominated by stockholders, and conduct appropriate inquiries into the backgrounds and qualifications of prospective director nominees.
4. Make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders. The Committee shall evaluate and recommend the processes and practices which the Board shall use in conducting its business, including (a) the structure, charter and membership of committees of the Board and (b) committee membership qualifications, appointment and removal.
5. Plan in advance for continuity on the Board as current directors are expected to retire from the Board, which shall include appropriate contingencies in case the Chairman of the Board or the CEO retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chairman of the Board and the CEO.

6. Establish and oversee procedures for stockholders to submit potential candidates for election to the Board.

B. Corporate Governance

7. The Committee shall develop and recommend to the Board for approval a set of corporate governance principles applicable to the Company and review the principles at least annually and recommend changes as necessary.
8. Advise the Board on corporate governance matters.

C. Other

9. Report regularly to the Board with respect to the Committee's activities and make recommendations as appropriate;
10. Take any other actions that the Committee deems necessary or proper to fulfill the purposes and intent of this Charter and to perform such additional functions as may be assigned by law, the Company's certificate of incorporation or bylaws, or the Board.

V. Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee may also perform an annual evaluation of its own performance, which may compare the performance of the Committee with the requirements of this charter. The performance evaluation by the Committee may be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Committee Resources

The Committee shall be empowered, without the approval of the Board or management, to engage and compensate independent legal, accounting and other advisors, as it determines necessary to carry out its duties. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (a) compensation to any advisor employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form and delegate authority to subcommittees when appropriate.

EXHIBIT A

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

The following policy is adopted by the Nominating and Corporate Governance Committee (the “Committee”) of 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 Committee to consider any director candidates recommended by a shareholder of the Company, provided the information regarding director candidates recommended by a shareholder is submitted 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”) or other applicable rule or regulation. 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 Committee 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 Committee 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) The Committee shall be responsible for (i) identifying and reviewing the qualification of individuals to become members of the Board and (ii) recommending to the Board persons to be selected as nominees for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board, including incumbent directors and candidates recommended by stockholders, in each case consistent with the criteria approved by 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 Committee's 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 Committee believes 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 Committee 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 Committee 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 Committee will (i) consider if the director continues to satisfy the minimum qualifications for director candidates adopted by the Committee or the Board, (ii) review any assessments of the performance of the director during the preceding term made by the Board or any of its committees, and (iii) determine whether there exist any special, countervailing considerations against re-nomination of the director.

(d) If the Committee determines 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 Committee the incumbent should not be re-nominated, the Committee will, absent special circumstances, propose the incumbent director for re-election.

(e) The process by the Committee 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 Committee 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. In making such evaluation, the Committee may consider diversity in the context of the Board as a whole and take into account the personal characteristics (e.g. gender, ethnicity and age), skills and experience, qualifications and background of current and prospective directors' diversity as one factor in identifying and evaluating potential director candidates, so that the Board, as a whole, will possess what the Committee believes are the appropriate skills, talent, expertise and backgrounds necessary to oversee the Company's business and meet the foregoing overall corporate goals.

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

- personal and professional integrity;
- analytical skills;
- broad experience in business, finance or administration;
- candor and willingness to engage management and other Board members in a constructive and collaborative fashion;
- 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 Committee 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 Committee considers and evaluates nominees for director based on whether the nominee is recommended by a shareholder.