



Process for Stockholder Communications with the Board of Directors

Stockholders of Vical Incorporated (the "Vical") wishing to communicate with Vical's Board of Directors (the "Board") or an individual director may send a written communication to the Board or such director c/o Vical Incorporated, 10390 Pacific Center Court, San Diego, California 92121-4340, Attn: Secretary. Each communication must set forth:

Stockholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering at least 120 days prior to the anniversary date of the mailing of Vical's proxy statement for its last annual meeting of stockholders a written recommendation to the Committee c/o Vical Incorporated, 10390 Pacific Center Court, San Diego, California 92121-4340, Attn: Secretary. Each submission must set forth:

- the name and address of the Vical stockholder on whose behalf the communication is sent; and
- the number of Vical shares that are owned beneficially by such stockholder as of the date of the communication.

Each communication will be reviewed by Vical's Secretary to determine whether it is appropriate for presentation to the Board or such director. Examples of inappropriate communications include advertisements, solicitations or hostile communications.

Communications determined by the Secretary to be appropriate for presentation to the Board or such director will be submitted to the Board or such director on a periodic basis.