

**VICAL INCORPORATED
POLICY REGARDING STOCKHOLDER
RECOMMENDATIONS OF DIRECTOR NOMINEES**

Adopted by the Board of Directors on March 10, 2005

The Nominating/Governance Committee (the "Committee") of the Board of Directors (the "Board") of Vical Incorporated ("Vical") will consider director candidates recommended by Vical stockholders. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Vical stockholder.

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 submission is made;
- the number of Vical shares that are owned beneficially by such stockholder as of the date of the submission;
- the full name of the proposed candidate;
- the full name of the proposed candidate;
- a description of the proposed candidate's business experience for at least the previous five years;
- complete biographical information for the proposed candidate; and
- a description of the proposed candidate's qualifications as a director.

Each submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.