

VAXCYTE, INC.

WHISTLEBLOWER POLICY FOR ACCOUNTING AND AUDITING MATTERS

STATEMENT OF POLICY

VAXCYTE, INC. (the “*Company*”) is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject. Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations. Each Company employee is encouraged to promptly report a good faith complaint regarding accounting or auditing matters in accordance with the provisions of this policy. Any other third party, such as vendors, collaborators, partners, stockholders or competitors, also may report, under the procedures provided in this policy, a good faith complaint regarding accounting or auditing matters. To facilitate the reporting of complaints regarding accounting or auditing matters, the audit committee of the Company’s Board of Directors (the “*Audit Committee*”) has established procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters (“*Accounting Matters*”) and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable Accounting Matters. This policy is a supplement to the Code of Business Conduct and Ethics (the “*Code*”), the Whistleblower Policy for Healthcare and Other Compliance Matters and should be read in conjunction with the Code and supporting policies.

SCOPE OF ACCOUNTING MATTERS COVERED BY POLICY

This policy covers complaints relating to Accounting Matters, including, without limitation, the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, the Company’s internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or others by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; and
- deviation from full and fair reporting of the Company’s results or financial condition.

POLICY OF NON-RETALIATION

It is the Company’s policy to comply with all applicable laws that protect our employees against unlawful discrimination or retaliation by us or our agents as a result of their lawfully reporting information regarding, or their participation in, investigations involving Accounting Matters. If any employee believes he or she has been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding Accounting Matters in accordance with this policy, he or she may file a complaint with our Chief Compliance Officer. If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.

CHIEF COMPLIANCE OFFICER

The Chief Compliance Officer is responsible for administering this policy. The Chief Compliance Officer may also designate additional individuals to assist him or her in carrying out all duties of the Chief Compliance Officer. Our Chief Compliance Officer may be reached at compliance@vaxcyte.com. The Chief Compliance Officer is responsible for receiving, reviewing and investigating (under the direction and oversight of the Audit Committee) complaints under this policy. If an employee has a complaint regarding an Accounting Matter, he or she may report such matter to the Chief Compliance Officer.

If the suspected violation involves the Chief Compliance Officer, the employee may instead report the suspected violation to Teri Loxam, the chairperson of the Audit Committee, who may be reached at tloxam@yahoo.com.

ANONYMOUS REPORTING OF COMPLAINTS

We have also established a procedure under which complaints regarding Accounting Matters may be reported anonymously to the Chief Compliance Officer. Employees may anonymously report these concerns to either (i) our Compliance Hotline at (833) 976-2061, (ii) our Chief Compliance Officer at compliance@vaxcyte.com or (iii) by delivering the complaint via regular mail to the Chief Compliance Officer at 825 Industrial Road, Suite 300, San Carlos, California 94070, Attn: Chief Compliance Officer. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Chief Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

POLICY FOR RECEIVING AND INVESTIGATING COMPLAINTS

Upon receipt of a complaint, the Chief Compliance Officer will determine whether the information alleged in the complaint pertains to an Accounting Matter. The Audit Committee shall be notified promptly of all complaints determined to pertain to an Accounting Matter and shall determine the planned course of action with respect to the complaint, including determining that an adequate basis exists for commencing an investigation. The Chief Compliance Officer will then appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim under the direction and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances. The Chief Compliance Officer will confidentially inform the reporting person (if his or her identity is known) that the complaint has been received and provide him or her with the name of, and contact information for, the investigator assigned to the claim.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, the Company may find it necessary to share information with others on a “need to know” basis. If the investigation confirms that a violation has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination, and, in appropriate circumstances, referral to governmental authorities. The Company will also take appropriate steps to correct and remedy any violation.

Retention of Complaints

The Chief Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for each member of the Audit Committee. Each member of the Audit Committee and, at the discretion of the Chief Compliance Officer, other personnel involved in the investigation of complaints, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with our document retention policy.

LEGALLY PROTECTED COMMUNICATIONS AND ACTIVITIES NOT AFFECTED OR IMPACTED BY THIS POLICY

Nothing in this policy, or any other policies, shall prohibit or restrict employees from, without prior notice to the Company, (i) voluntarily communicating with or testifying before any law enforcement or government agency, including the Securities and Exchange Commission (“*SEC*”), a Federal, State or local agency, or any self-regulatory organization, or otherwise initiating with, or participating in any manner with, an investigation conducted by such government agency or organization, in each case, regarding possible violations of law and without advance notice to the Company; (ii) seeking and obtaining payment or an award from the SEC, pursuant to Section 21F of the Securities Exchange Act of 1934, as amended, or obtaining any other “whistleblower” award, to the extent such right cannot by law be waived; (iii) disclosing any information to a court or other administrative or legislative body in response to a subpoena, court order, or written request directed to the employee in the employee’s individual capacity, provided that, with respect to any subpoena, court order, or written request from a non-governmental entity, the employee first promptly notifies (to the extent legally permissible) the Company and use commercially reasonable efforts to cooperate with any effort by the Company to seek to challenge the subpoena, court order, or written request on behalf of any non-governmental person or entity or obtain a protective order limiting its disclosure, or other appropriate remedy; or (iv) disclosing the underlying facts or circumstances relating to claims of retaliation, in violation of laws prohibiting retaliation, against the Company or making truthful statements or disclosures related to unlawful retaliation, or otherwise discussing or disclosing information about unlawful acts in the workplace.