

**BOLT TECHNOLOGY CORPORATION
AMENDED AND RESTATED
EXECUTIVE COMPENSATION COMMITTEE CHARTER**

The Executive Compensation Committee (the “Committee”) of Bolt Technology Corporation (the “Company”) shall consist of at least three members who at all times shall be members of the Board of Directors, all of whom, individually and as a group meet all applicable independence and experience qualifications as required by law, including without limitation, the Securities Exchange Act of 1934, as amended, and any regulations promulgated thereunder, as well as the requirements of the NASDAQ Stock Market LLC or such other principal securities exchange or market on which the Company’s common stock may be listed or approved for trading from time to time. The members of the Committee shall be designated by resolution of the Board of Directors, each such member to serve until he is no longer a director or until removed and a successor is elected by the Board of Directors, whichever shall first occur.

PURPOSE

The purposes of the Committee shall be to:

1. assist the Board of Directors in discharging its responsibilities with respect to compensation of the Company’s Chief Executive Officer and other executive officers and the members of the Company’s Board of Directors; and
2. assist the Board of Directors in carrying out other functions pertaining to compensation of other employees as requested from time to time.

The purposes of the Committee shall remain flexible in order that the Committee is in the best position to react to changing conditions and to assure the Board of Directors and shareholders of the Company that the Company is best able to attract and retain directors and officers of the highest quality.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee’s responsibilities shall include:
 - a. Determining, or recommending to the Board of Directors for determination, on an annual basis the compensation level, including annual salary and annual discretionary bonus, of the Company’s Chief Executive Officer and other executive officers. In making such determination or recommendation, the Committee may consider the compensation awarded to officers of similarly situated companies, the Company’s performance, the individuals’ performance, compensation given to the Company’s officers in past years or any other factor the Committee, in its discretion, deems appropriate.

- b. Reviewing and recommending to the Board of Directors the form and amount of compensation of members of the Board of Directors, including compensation for committee service or for service as chairperson of a committee.
 - c. Reviewing and discussing with the Company's management the Compensation Discussion and Analysis ("CD&A") required by Securities and Exchange Commission proxy rules to be included in the Company's proxy statement for each year's annual meeting of stockholders and, based on such review and discussion, determining whether the CD&A is sufficient to recommend to the Board of Directors for inclusion in the Company's annual proxy statement; and issuing the annual report of the Committee required by Securities and Exchange Commission proxy rules to be included in the Company's proxy statement for each year's annual meeting of stockholders.
 - d. Performing any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time.
2. The Committee may delegate its authority to subcommittees or to one member, as the Committee deems appropriate, provided that any subcommittee or individual delegate shall report any actions taken by such subcommittee or individual delegate to the whole Committee at its next regularly scheduled meeting.
3. The Chairman of the Committee shall be designated by the Board of Directors, provided that if the Board of Directors does not so designate a Chairman, the members of the Committee, by majority vote, may designate a Chairman. The Chairman shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Committee to the Board of Directors at the Board of Director's next regularly scheduled meeting following each meeting of the Committee.
4. The timing and frequency of the Committee's meetings will be determined by the Committee; however, the Committee will meet at least once each year.
5. The Committee shall have the authority to confer with the Chief Executive Officer and other management of the Company to the extent it may deem necessary or appropriate to fulfill its duties and may invite such individuals to participate in Committee meetings; provided, however, that the Chief Executive Officer may not be present during the Committee's deliberations or voting regarding any aspect of the Chief Executive Officer's compensation. The Committee may engage legal, accounting or other advisors that it determines are necessary or appropriate to carry out its duties. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of fees related to the retention of such advisors.
6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.