

**BOLT TECHNOLOGY CORPORATION  
AMENDED AND RESTATED  
NOMINATING COMMITTEE CHARTER**

The Nominating 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 Corporation’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 Committee shall:

1. identify individuals qualified to become directors of the Company consistent with criteria approved by the Board of Directors;
2. recommend to the Board of Directors candidates to stand for election to the Board at the next annual meeting of stockholders;
3. recommend to the Board of Directors names of individuals to fill any vacancies on the Board of Directors that arise between annual meetings of stockholders; and
4. consider from time to time the Board of Directors committee structure and makeup.

**COMMITTEE AUTHORITY AND RESPONSIBILITIES**

1. The Committee’s responsibilities shall include:
  - a. working with the full Board of Directors to establish criteria for membership on the Board of Directors;
  - b. reviewing the qualifications of each candidate and any incumbent for election as a director of the Company and any potential conflicts with the Company’s interests;
  - c. assessing the performance of incumbent directors whose terms are expiring prior to recommending their renomination to the Board of Directors;
  - d. considering the nomination of a candidate proposed by any stockholder for election as a director of the Company in accordance with procedures approved by the Board of Directors; and
  - e. making recommendations to the full Board of Directors with respect to these matters and with respect to the removal of a director.

In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.

2. The Committee shall review the Board of Directors' committee structure and recommend to the Board of Directors for its approval directors to serve as members of each committee. The Committee shall recommend additional committee members to fill vacancies as needed.

3. 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.

4. 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.

5. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. 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. 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 Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.