

(SECTION 1)

**Proginet Corporation
Annual Meeting of Stockholders**



**November 18, 2008
(Tuesday)**

(Prepared Script – November 18, 2008)

ANNUAL MEETING OF STOCKHOLDERS

OF

PROGINET CORPORATION

Date: Tuesday, November 18, 2008

Time: 4:30 PM

Place: Proginet Corporation
 200 Garden City Plaza
 Suite 220
 Garden City, NY 11530

	(SECTION 2 - INTRODUCTION)
E. Kelly Hyslop	Ladies and Gentlemen, for those present in person and those present via telecommunications, I thank you and welcome you to Proginet Corporation's Annual Meeting of Stockholders. I am Dr. Kelly Hyslop, Chairman of Proginet. I will preside at this Meeting and transact the Meeting, and then turn the session over to Sandy Weil, Proginet's President and CEO.
E. Kelly Hyslop	I hereby call this Annual Meeting of Stockholders to order. On behalf of my fellow directors, and the Proginet management team, it is my pleasure to welcome you to this Annual Meeting of Stockholders. I would like to take this opportunity to present to you the management team members and directors of the Corporation who are present today.
	Our non-executive directors present today are myself, Dr. Kelly Hyslop, Mr. Amit K. Basak, Mr. George Hawes, Mr. Stephen Kezirian, and Mr. Allen Wolpert.
	The managers present are:
	(1) Sandy Weil, President, CEO and Director
	(2) Debra A. DiMaria, CFO and Corporate Secretary

	<p>(3) Steve Flynn, Chief Operating Officer</p>
	<p>Also with us today is Allan Grauberd from legal counsel, Moses & Singer LLP.</p> <p>Later we will discuss our business and results of operations for the first quarter of 2009. We have also scheduled time to take your questions. But first we would like to conduct the formal portion of the meeting to consider the matters described in the proxy statement sent to you.</p> <p>As we call this meeting to order, I would like to point out that some of the statements and responses that you will hear during the course of this meeting and the discussion of our business and results of operations immediately following this meeting, may be forward looking statements involving a degree of risk and uncertainty, including, but not limited to, those risks identified in our securities filings with the U.S. Securities and Exchange Commission, which must be taken into account in assessing the information you hear today.</p>

	<p>First, I ask our Corporate Secretary and CFO, Debra DiMaria, to make a brief statement and to report on the formal steps taken in connection with this Meeting.</p>
<p>Debra DiMaria (Procedures of Meeting)</p>	<p>Thank you Kelly.</p> <p>The Board of Directors have adopted resolutions which provide that this Meeting be held today, and which fixed the close of business on September 25, 2008 as the record date for the determination of Stockholders who are entitled to receive notice of, and vote, at this Meeting.</p>
<p>(Affidavit of Mailing)</p>	<p>I hereby present the affidavit of an employee of American Stock Transfer & Trust Company, the Corporation's Transfer Agent, which states that the Notice of the Annual Meeting of Stockholders, Information Circular, and Proxy Card were mailed on October 13, 2008 to each holder of the Corporation's Common Stock as of the close of business on September 25, 2008.</p>
<p>(Stockholder List)</p>	<p>I also submit a certified list of the Stockholders of the Corporation's Common Stock as of the record date, which was compiled by the Transfer Agent, and which is available for inspection here today. This list sets forth each Stockholder's address and holdings as they appear on the records of the Transfer Agent and on the stock ledger. According to this list, there were 14,849,055 shares of Common Stock outstanding on the record date. Each outstanding share of Common Stock is entitled to one vote on the matters presented at this Meeting.</p>
<p>E. Kelly Hyslop</p>	<p>Thank you Debra. Would you please file the Affidavit as to the mailing of the Proxy Material in the minute book of the Corporation with the minutes of the Meeting.</p>

(Filing Proxies)	* Are there any persons present who are proxies for Stockholders and who have not filed their proxies with the Corporate Secretary AND
	* Are there any Stockholders present who have not sent in proxies and who desire to either sign a proxy or vote in person?
	YES (PAUSE) If there are, will you please raise your hand so that we may check your name against the Stockholders list and provide you with a proxy.
	[PAUSE for replies and time to permit the Corporate Secretary and Inspector to receive and make a record of all proxies and ballots and to interview Stockholders who wish to sign proxies or vote in person]
(Appointment of Inspector)	NO: I appoint Debra DiMaria to act as Inspector of Election of this Meeting. The Inspector has executed an oath to carry out her duties impartially and to the best of her ability.
Debra DiMaria (File inspectors Oath)	Mr. Chairman, I present to you the Oath signed by the Inspector of Election.
E. Kelly Hyslop (Call for preliminary count)	Thank you Debra. The Oath of the Inspector of Election will be filed with the minutes of this Meeting. Debra will now provide us with a count of the Stockholders present in person or by proxy, as provided by the Inspector of Election.
[Debra DiMaria]: (Preliminary Count)	Mr. Chairman, I can report that a preliminary count indicates the presence of a quorum. I am in the process of completing a count of all Stockholders present in person or by proxy and will render an exact report at the end of the Meeting.
E. Kelly Hyslop (Declaration of Quorum)	Thank you Debra. Since the holders of record of a quorum of the issued and outstanding shares of stock of the Corporation entitled to vote at this Meeting are present in person or by proxy, I declare that a quorum is present.

	(SECTION 3 - DIRECTOR NOMINEES)
(Election of six directors)	The first order of business today is the election of (6) six directors of the Company to serve on the Board of Directors until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified. The persons receiving a plurality of the votes cast shall be elected. I hereby open the floor for nominations.
Debra DiMaria (Nomination of Directors)	Mr. Chairman, as a Stockholder of record of the Corporation, I hereby nominate the following persons for election as directors: Amit K. Basak, George T. Hawes, Dr. E. Kelly Hyslop, Stephen Kezirian, Sandy Weil, and Allen Wolpert.
E. Kelly Hyslop	As a Stockholder of record of the Corporation, I second the nominations.
	We have received nominations to elect six persons to serve as directors of the Corporation.
(Close nominations)	If there are no further nominations, I will entertain a motion that the nominations for the election of directors be closed.
Debra DiMaria	I move that the nominations for election of directors be closed.
E. Kelly Hyslop	I second the motion.
	(SECTION 4 – STOCK OPTION PLAN)
E. Kelly Hyslop	Ladies and Gentlemen, the second order of business is to approve amendments to the 2000 Stock Option Plan of Proginet Corporation (the “2000 Plan”) which amendments authorize a 3,000,000 share increase in the number of shares of common stock authorized for award grants under the 2000 Plan, increase the maximum number of shares of common stock for which options may be granted under the 2000 Plan to an employee in any calendar year from 250,000 to 750,000, and extend the term of the 2000 Plan by five years to October 10, 2015.

Debra DiMaria	I so move.
E. Kelly Hyslop	I second the motion
	(SECTION 5 - APPT. OF AUDITORS)
E. Kelly Hyslop	The next order of business is to ratify the appointment of BDO Seidman, LLP to serve as the Company's independent registered public accountants for the fiscal year ending July 31, 2009.
Debra DiMaria	I so move.
E. Kelly Hyslop	I second the motion.
	(SECTION 6 – RESULTS OF THE VOTE)
E. Kelly Hyslop	<p>I now call for votes for the election of 6 (six) directors, the approval of the amendments to the 2000 Stock Option Plan, and the ratification of the appointment of BDO Seidman LLP as the auditors for the fiscal year ending July 31, 2009.</p> <p>Will the Inspector of Election please distribute a ballot for the proposals to each stockholder present who has not previously voted by proxy or who has previously voted by proxy and who now wishes to revoke that proxy and vote in person.</p> <p>[Pause]</p> <p>If all of the ballots have been completed, I declare the polls closed.</p> <p>Will the Inspector of Election please collect the ballots and tally the votes.</p> <p>[Pause and wait for Inspector of Election to complete tally of votes]</p> <p>[When Inspector of Election has completed tally and is ready to present his report]</p>

	Will the Inspector of Election please present her final tally and report of the votes.
Debra DiMaria	Mr. Chairman, as the Inspector of Election, I would like to report on the results of votes cast. I hereby report that there are <u>10,018,237</u> shares of Common Stock entitled to vote represented at this meeting either in person or by proxy, comprising approximately <u>67%</u> of the outstanding Common Stock of the Corporation.
(Directors) Debra DiMaria	In the voting for directors, I hereby report that Amit K. Basak, George T. Hawes, Dr. E. Kelly Hyslop, Sandy Weil, Stephen Kezirian, and Allen Wolpert, each received a plurality of the votes cast.
(Stock Option Plan) Debra DiMaria	In the voting for the ratification of the amendments to the 2000 Stock Option Plan, I hereby report <u>5,530,715</u> votes in favor of the proposal, representing approximately <u>83%</u> , and a majority, of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on such proposal. There are also <u>114,000</u> abstentions, each of which has the effect of votes against this proposal.
(Auditors) Debra DiMaria	In the voting for the ratification of BDO Seidman LLP as auditors of the Corporation, I hereby report <u>9,751,618</u> votes in favor of the appointment, representing approximately <u>97%</u> , and a majority, of the votes cast with respect to this proposal.
E. Kelly Hyslop	Thank you, Debra. I hereby declare that Amit K. Basak, George T. Hawes, Dr. E. Kelly Hyslop, Stephen Kezirian, Sandy Weil, and Allen Wolpert, have been elected directors of the Corporation, that the amendments to the 2000 Stock Option Plan have been approved, and that the actions of the Board in

	appointing BDO Seidman LLP as auditors of the Corporation have also been ratified.
(Adjourn) E. Kelly Hyslop	We will now adjourn the Annual Meeting of Stockholders.
Debra DiMaria	I move the Meeting be adjourned
E. Kelly Hyslop	I second the motion
	I hereby declare this meeting adjourned. Thank you for your participation and support. I will now turn the call over to Sandy Weil who will discuss First Quarter results, which were announced today.
	(END)
	SANDY WEIL Q1 EARNINGS CALL