



Progressive Announces Public Offering of \$850 Million of Senior Notes

April 3, 2017



MAYFIELD VILLAGE, OHIO - April 3, 2017 - The Progressive Corporation (NYSE: PGR) today announced the pricing of \$850 million aggregate principal amount of its 4.125% Senior Notes due 2047 in an underwritten public offering. The notes were priced at 99.879% of par. Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as joint bookrunners for this debt offering, and Goldman, Sachs & Co. and Deutsche Bank Securities Inc. are acting as co-managers.

We intend to use a portion of the net proceeds from the sale of the notes to redeem all of our 6.70% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067 (the "Junior Subordinated Debentures"), of which \$563.7 million in principal amount are currently outstanding. The Junior Subordinated Debentures may be redeemed on or after June 15, 2017 at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest to the redemption date. This press release does not constitute a notice of redemption or an obligation to issue a notice of redemption for the Junior Subordinated Debentures.

The offering will be made pursuant to a registration statement on Form S-3, which was filed with the Securities and Exchange Commission today and became effective upon filing. The offering of these notes will be made only by means of a prospectus supplement and the accompanying prospectus. Copies of the prospectus supplement and the accompanying prospectus for the offering may be obtained from Credit Suisse Securities (USA) LLC, Prospectus Department, One Madison Avenue, New York, NY 10010, telephone: 1-800-221-1037 or by emailing newyork.prospectus@credit-suisse.com or from Merrill Lynch, Pierce, Fenner & Smith Incorporated, 200 North College Street, NC1-004-03-43, Charlotte, NC 28255-0001, Attention: Prospectus Department, telephone: 1-800-294-1322 or by e-mailing dg.prospectus_requests@baml.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the registration statement, the prospectus contained therein or the prospectus supplement.

The Progressive Corporation is a Cleveland-based insurance holding company. Its insurance subsidiaries offer personal auto, commercial auto, residential property and specialty property-casualty insurance and related services throughout the United States. Progressive's common shares are listed on the New York Stock Exchange.

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